

P99000055475

SCION SURGICAL, INC.
5200 BLUE LAGOON DRIVE
SUITE 890
MIAMI, FLORIDA 33126
(305) 263-8199

Ext. 103

January 3, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN -5 PM 4:03

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

Re: Amended and Restated Articles of Incorporation for Scion Hospital Supply, Inc.

(f/k/a Scion Hospital Supply, Inc.; registration # P99000055475)


To Whom It May Concern:

The Board of Directors and Shareholders of Scion Hospital Supply, Inc. (the "Corporation") have unanimously adopted Amended and Restated Articles of Incorporation for the Corporation, changing the name of the corporation to **SCION SURGICAL, INC.**, and increasing the authorized number of shares to 10,000,000. As required pursuant to Florida Statute 607.1007, enclosed for your information and filing are the following:

1. Two (2) Original Amended and Restated Articles of Incorporation of Scion Cardio-Vascular, Inc., signed by Melvin Levinson, the Chairman, CEO, Incorporator and Registered Agent of the Corporation.
2. A check for thirty-five dollars (\$35) payable to the Department of State to cover the filing fee for the articles of amendment.

If you have any questions or require any additional information, please let us know.

Sincerely,


Melvin Levinson, M.D.
Chairman and CEO

Melvin Levinson gave Authorization
to correct Document. 1/4/01
JB

Amended & Restated Art. & N/c

V. SHEPARD JAN 12 2001

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF**

SCION HOSPITAL SUPPLY, INC.

Original Articles of Incorporation filed
with the Florida Department of State on
June 18, 1999.

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On January 3, 2001, the Board of Directors and Shareholders of Scion Hospital Supply, Inc., duly adopted the following Amended and Restated Articles of Incorporation pursuant to the provisions of Sections 607.0704, 607.1003 and 607.1007 of the Florida Business Corporations Act:

ARTICLE I
NAME

The name of this corporation is SCION SURGICAL, INC. (hereinafter called the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The address of the principal office and the mailing address of the office of the Corporation are Scion Surgical, Inc., 5200 Blue Lagoon Drive, Suite 890, Miami, Florida 33126.

ARTICLE III
SHARES

The capital stock authorized shall be 10,000,000 shares, such shares shall be of a single class, and shall have a par value of \$0.01 per share.

On the date of filing of these Amended and Restated Articles of Incorporation with the Florida Department of State and the State of Florida, each issued and outstanding share of the Corporation's previously authorized common stock (the "Old Common Stock") shall thereby and thereupon be classified and converted into one thousand (1,000) validly issued, fully paid and nonassessable shares of Common Stock reflecting a conversion ratio of 1,000:1. Each certificate that heretofore represented shares of Old Common Stock shall no represent the number of shares of Common Stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted, provided, however, that each person holding a record of a stock certificate or certificates that represented shares of Old Common Stock shall receive, upon surrender of each such certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of Common Stock to which such person is entitled.

ARTICLE IV
REGISTERED AGENT

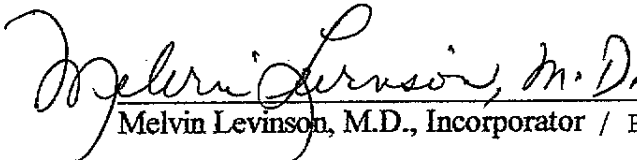
The name and address of the Registered Agent of the Corporation are Melvin Levinson, M.D., c/o Scion International, Inc., 5200 Blue Lagoon Drive, Suite 890, Miami, Florida 33126.

ARTICLE V
INCORPORATOR

The name and address of the Incorporator are Melvin Levinson, M.D., c/o Scion International, Inc., 5200 Blue Lagoon Drive, Suite 890, Miami, Florida 33126.

ARTICLE VI
INDEMNIFICATION

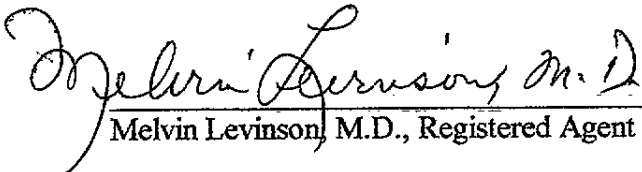
The Corporation shall indemnify and shall advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.


Melvin Levinson, M.D., Incorporator / PRESIDENT

1/3/2001
Date

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above stated corporation at the place designated in this document, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Melvin Levinson, M.D., Registered Agent

1/3/2001
Date