

CONTACT:

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584797

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Deka Medical, Inc.  
(Corporation Name) (Document #)

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(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
DIVISION OF CORPORATE REGISTRATION  
97 APR - 9 PM 4:00  
HOLD FOR PICKUP BY UCC SERVICES

Examiner's Initials

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
DEKA MEDICAL, INC.

FILED  
97 APR -3 PM 4:00  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, DEKA Medical, Inc., a Florida profit corporation, adopts the following articles of amendment to its articles of incorporation:

**FIRST:** That the shareholders of DEKA Medical, Inc. have approved an amendment to Article III, and hereby advise that Article III shall be amended in its entirety to read as follows:

"ARTICLE III

I. This corporation shall have the authority to issue 11,000,000 shares of capital stock, of which 1,000,000 shares shall be Preferred Stock, \$0.01 par value ("Preferred Stock"), and 10,000,000 shares shall be Common Stock, \$0.01 par value ("Common Stock"). The Preferred Stock shall be issued in one or more series as determined and designated by the Board of Directors of this corporation, each such series to have the powers, preferences and rights, and qualifications, limitations and restrictions as shall be stated and as determined by the Board of Directors pursuant to authority hereby vested in the Board of Directors. The first of such series, hereby designated as "Series A Preferred Stock" shall consist of 140,000 shares and shall have the following preferences, limitations and relative rights:

1. Dividends. The holders of Series A Preferred Stock shall be entitled to receive cash dividends at the same rate per share if, when, and as, declared in respect of the Common Stock.

2. Voting Rights. Except as otherwise required by law, a holder of each share of Series A Preferred Stock shall be entitled to vote, together with the Common Stock and not as a separate class, on all matters presented for the vote or consent of shareholders and shall be entitled to the number of votes per share that it would have been entitled to had it converted its shares of Series A Preferred Stock into shares of Common Stock immediately prior to the record date for the determination of shareholders entitled to vote on such matters or, if no record date is established, on the date such vote is taken or any written consent of shareholders is solicited. In addition, the affirmative consent or vote of a majority of the outstanding shares of Series A Preferred Stock, voting as a class, shall be required with respect to the entering into by this corporation of any agreement or understanding or otherwise incurring any obligation which by its terms would materially violate, modify or cancel the rights of holders of

Series A Preferred Stock hereunder, or changing the relative rights of holders of Series A Preferred Stock as to the payments of dividends or liquidation preferences in relation to such rights of holders of any other capital stock of this corporation.

3. Priority of the Series A Preferred Stock in Event of Dissolution.

(a) In the event of a dissolution, liquidation or winding up of this corporation (whether voluntary or involuntary), after payment or provision for payment in full to the creditors of this corporation, but before any distribution to the holders of Common Stock, the holders of Series A Preferred Stock then outstanding shall be entitled to receive an amount equal to \$7.50 per share. In the event that the funds available therefor are insufficient for the payment of the aforesaid amount with respect to all of the outstanding shares of Series A Preferred Stock, such funds will be paid pro rata among the outstanding shares of Series A Preferred Stock.

(b) A consolidation, merger or reorganization of this corporation with or into any other corporation or corporations, or a sale, or a series of related sales, of all or substantially all of the assets of this corporation shall be deemed to be a liquidation, dissolution or winding up for the purpose of this Paragraph 3.

4. Conversion of Series A Preferred Stock into Common Stock.

(a) Each share of Series A Preferred Stock shall be convertible into Common Stock, at the then applicable Series A Conversion Price, at any time and from time to time at the option of the holder thereof. Before any holder of Series A Preferred Stock shall be entitled to convert such stock into shares of Common Stock, the holder shall surrender the certificate or certificates therefor, duly endorsed, to this corporation and shall give written notice, duly executed, to this corporation of such election to convert the same and shall state the number of shares of Series A Preferred Stock being converted. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the shares of Series A Preferred Stock to be converted, and the holder of such shares shall be treated for all purposes as the record holder of such shares of Common Stock on such date.

(b) The per share price at which shares of Common Stock shall be deliverable upon conversion of the Series A Preferred Stock shall be called the "Series A Conversion Price," as determined in accordance with this Paragraph 4. Each share of Series A Preferred Stock shall be convertible into such number of fully paid and nonassessable shares of Common Stock as is determined by

dividing \$7.50 by the Series A Conversion Price in effect at the time of conversion. The initial Series A Conversion Price shall be \$7.50.

(c) No fractional shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock, and in lieu of any fractional shares to which the holder would otherwise be entitled, this corporation shall pay cash equal to such fraction multiplied by the Series A Conversion Price.

(d) The Series A Conversion Price shall be subject to adjustment as follows: In case this corporation shall at any time or from time to time (A) pay a dividend with respect to its Common Stock in shares of its capital stock (whether shares of Common Stock or of capital stock of any other class), (B) subdivide its outstanding shares of Common Stock, (C) combine its outstanding shares of Common Stock into a smaller number of shares, or (D) issue any shares of its capital stock by reclassification of its Common Stock (including any such reclassification in connection with a consolidation or merger in which this corporation is the continuing corporation), the conversion privilege and the Series A Conversion Price in effect immediately prior to such action shall be proportionately adjusted so that the holder of any shares of Series A Preferred Stock thereafter surrendered for conversion shall be entitled to receive the number and kind of shares of capital stock of this corporation which it would have owned or have been entitled to receive immediately following the happening of any of the events described above, had such Series A Preferred Stock been converted immediately prior thereto. An adjustment made pursuant to this subparagraph (d) shall become effective retroactively immediately after the record date in the case of a dividend with respect to the Common Stock in shares of capital stock and shall become effective immediately after the effective date in the case of a subdivision, combination or reclassification. If, as a result of an adjustment made pursuant to this subparagraph (d), the holder of any shares of Series A Preferred Stock thereafter surrendered for conversion shall become entitled to receive shares of two or more classes of capital stock of this corporation, the Board of Directors shall determine the allocation of the adjusted Series A Conversion Price between or among shares of such classes of capital stock.

(e) In case of any capital reorganization or of any reclassification of the Common Stock of this corporation, or in case of the consolidation of this corporation with, or the merger of this corporation into, any other corporation, or of the sale of the properties and assets of this corporation as, or substantially as, an entirety to any other corporation, the Series A Preferred Stock shall after such capital reorganization, reclassification of Common Stock, consolidation, merger or sale be exercisable for the number of shares of stock or other securities or property of this corporation, or of the corporation resulting from

such consolidation or surviving such merger or to which such sale shall be made, as the case may be, to which the holder of Common Stock issuable (at the time of such capital reorganization, reclassification of Common Stock, consolidation, merger or sale) upon exercise of the conversion privilege of the Series A Preferred Stock would have been entitled upon such capital reorganization, reclassification of Common Stock, consolidation, merger or sale had the conversion privilege of the Series A Preferred Stock been exercised prior thereto; and in any case, if necessary, the provisions set forth in this Paragraph 4 regarding the rights and interests thereafter of the holders of Series A Preferred Stock shall be appropriately adjusted so as to be applicable, as nearly as may reasonably be, to any shares of stock or other securities or property thereafter deliverable on the exercise of the conversion privilege of the Series A Preferred Stock. The subdivision or combination of shares of Common Stock issuable upon exercise of the conversion privilege of the Series A Preferred Stock into a greater or lesser number of shares of Common Stock (whether with or without par value) shall not be deemed to be a reclassification of the Common Stock of this corporation for the purposes of this Paragraph 4.

(f) This corporation shall at all times reserve and keep available out of its authorized but unissued Common Stock, solely for the purpose of effecting the conversion of Series A Preferred Stock, such number of shares of Common Stock as shall from time to time be issuable upon the conversion of all outstanding shares of Series A Preferred Stock.

(g) The issuance of certificates for shares of Common Stock upon conversion of the Series A Preferred Stock shall be made without charge for any tax in respect of such issuance. However, if any certificate is to be issued in a name other than that of the holder of record of the Series A Preferred Stock so converted, the person or persons requesting the issuance thereof shall pay to this corporation the amount of any tax which may be payable in respect of any transfer involved in such issuance, or shall establish to the satisfaction of this corporation that such tax has been paid or is not due and payable.

5. Redemption. This corporation may redeem outstanding shares of Series A Preferred Stock at any time at a redemption price per share equal to \$11.25 plus the "Accrued Amount." The Accrued Amount shall equal \$0.03 times the number of months that have elapsed from the date of issuance of such shares through the date of redemption. This corporation shall give written notice (the

"Redemption Notice") to the holders of Series A Preferred Stock at such address as has been last provided by each such party for purposes of receiving notice setting forth the intent of this corporation to exercise the right of redemption at least thirty days before the date fixed for each redemption payment (the "Redemption Date") and further specifying in such notice the number of shares to be redeemed and the Redemption Date. On or before each Redemption Date, each holder of Series A Preferred Stock to be redeemed, unless such holder converts such shares into Common Stock, shall surrender the certificate or certificates representing such shares to this corporation, in the manner and at the price designated in the Redemption Notice, and thereupon the redemption price specified above for such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof, and each surrendered certificate shall be cancelled and retired. In the event less than all of the shares represented by such certificate are redeemed, a new certificate representing the unredeemed shares shall be issued to the holder of such shares.

II. Cumulative voting in the election of directors is expressly prohibited.

III. The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit."


**SECOND:** The date of the amendment's adoption: March 27, 1997.

**THIRD:** The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

**FOURTH:** That this Article of Amendment shall be effective upon the filing hereof.

Signed this 27<sup>th</sup> day of March, 1997.

DEKA MEDICAL, INC.

By:   
Kimber L. Vought, President