

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

FRANCES JONES MILLS  
*Secretary*



FRANKFORT,  
KENTUCKY

## CERTIFICATE OF INCORPORATION

I, **FRANCES JONES MILLS**, *Secretary of State of the Commonwealth of Kentucky*, do hereby certify that *Articles of Incorporation of*

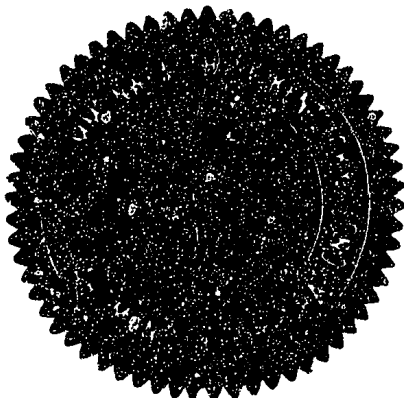
SPECIALIZED MEDICAL SYSTEMS, INC.

whose initial agent for process is JAMES O. WATSON

5614 HARRODS COVE

and whose address is PROSPECT, KENTUCKY

duly signed according to law, have been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said *Articles of Incorporation* have been paid.



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this 15TH day of NOVEMBER, 1982.

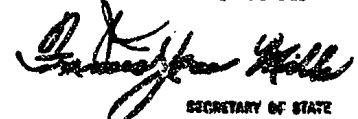
*Frances Jones Mills*  
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
SPECIALIZED MEDICAL SYSTEMS, INC.

ORIGINAL COPY FILED  
SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY

NOV 15 1982

  
SECRETARY OF STATE

The undersigned natural person acting as incorporator of a corporation (the "Corporation") under the provisions of Kentucky Business Corporation Act (this act as amended from time to time is referred to herein as the "Act"), adopts the following Articles of Incorporation:

275054

ARTICLE 1

Name

The name of the Corporation is SPECIALIZED MEDICAL SYSTEMS, INC.

ARTICLE 2

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE 3

Purposes

Section 3.01. Purposes. The purposes for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Act.

Section 3.02. Direction of Purposes. The Board of Directors, subject to any specific written limitations or restrictions imposed by the Act or by these Articles of Incorporation, shall direct the carrying out of the purposes of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

ARTICLE 4

Authorized Shares

Section 4.01. Number. The aggregate number of shares that the

Corporation shall have authority to issue is 1000 shares of Common Stock without par value.

Section 4.02. Cumulative Voting. At each election for directors, every holder of the Common Stock shall have the right to vote, in person or by proxy, the number of shares registered in his name for as many persons as there are directors to be elected and for whose election he has the right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

## ARTICLE 5

### Shares Not To Be Divided into Classes

The shares of the Corporation are not to be divided into classes.

## ARTICLE 6

### No Shares Issued in Series

The Corporation is not authorized to issue shares in series.

## ARTICLE 7

### Provisions for Regulation of the Internal Affairs of the Corporation

Section 7.01. Bylaws. The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act or these Articles of Incorporation.

Section 7.02. Transactions in Which Directors Have an Interest. Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the

interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

Section 7.03. Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, Directors may be removed in the manner provided in this section. The entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors. No one of the Directors may be removed if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the entire Board of Directors. No Director shall be entitled to receive notice of or a hearing with respect to his removal.

Section 7.04. Amendment of Articles of Incorporation. The Corporation reserves the right to amend the Articles of Incorporation in any manner now or hereafter permitted by the Act, except no amendment shall be made to Sections 4.02, 7.03, and 9.03 of these Articles of Incorporation without the written consent or affirmative vote of the holders of 67 percent of the issued and outstanding shares of Common Stock.

## ARTICLE 8

### Address of Initial Registered Office and Name of Initial Registered Agent

Section 8.01. Registered Office. The address of the initial registered office of the Corporation is 5614 Harrods Cove, Prospect, Kentucky 40059.

Section 8.02. Registered Agent. The name of the initial registered agent of the Corporation, an individual resident at 5614 Harrods Cove, Prospect, Kentucky 40059 whose business at such address is James O. Watson.

## ARTICLE 9

### Data Respecting Directors

Section 9.01. Initial Board of Directors. The initial Board of Directors shall consist of two members, who need not be residents of the State of Kentucky or shareholders of the Corporation.

Section 9.02. Names and Addresses. The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders and until their successors shall have been elected and qualified, follow:

<u>Name</u>	<u>Street</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
James O. Watson	5614 Harrods Cove	Prospect	KY	40059
Robert L. Martin	5604 Harrods Cove	Prospect	KY	40059


Section 9.03. Increase or Decrease of Directors. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws; but no decrease shall have the effect of reducing such number below two or of shortening the term of any incumbent director. In the absence of a provision in the Bylaws fixing the number of Directors, the number shall be two.

ARTICLE 10

Data Respecting Incorporator

The name and address of the incorporator of the Corporation is James O. Watson, 5614 Harrods Cove, Prospect, Kentucky 40059.

Executed this 12th day of November, 1982.

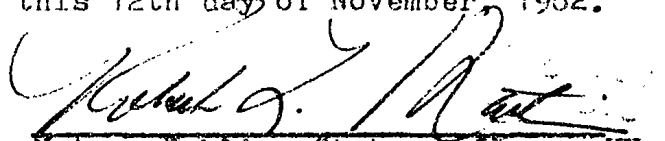


Verification

STATE OF KENTUCKY  
COUNTY OF JEFFERSON


I, Robert L. Martin, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Kentucky, do hereby certify that on this day, personally appeared before me James O. Watson, who, being first duly sworn, declared that he is the only incorporator referred to in Article 10 of the foregoing Articles of Incorporation, and that he signed these Articles as such and that the statements contained therein are true.

Witness my hand and seal this 12th day of November, 1982.



Notary Public, State at Large, KY  
My commission expires July 7, 1986

This instrument prepared by:

  
Robert L. Martin, Attorney  
5604 Harrods Cove  
Prospect, KY 40059  
502-228-3673

**ROBERT L. MARTIN**

**ATTORNEY AT LAW  
5604 HARRODS COVE  
PROSPECT, KY 40059  
502/228-3673**

November 13, 1982

SECRETARY OF STATE  
**RECEIVED**

NOV 15 1982

COMMONWEALTH OF KENTUCKY

Frances Jones Mills  
Secretary of State  
Commonwealth of Kentucky  
Capitol Building  
Frankfort, Kentucky 40601

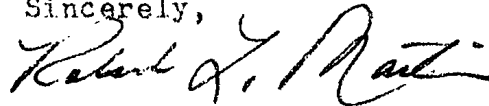
Dear Secretary Mills:

Enclosed is the required number of originals of the Articles of Incorporation of Specialized Medical Systems, Inc. for filing. Also enclosed is a check for \$25.00 for the filing fee and a stamped, self-addressed envelope for the return of two originals.

The availability for use of the name of the corporation was confirmed with your office on November 12, 1982.

Thank you for your assistance.

Sincerely,



Robert L. Martin

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