

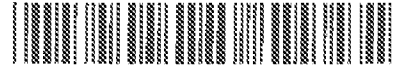
TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM520655

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
RESUBMIT DOCUMENT ID:	900484500		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SurgiTech, Inc.		09/27/2013	Corporation: NEVADA
RECEIVING PARTY DATA			
Name:	SurgiTech, Inc.		
Street Address:	2772 gateway rd, suite 101		
City:	carlsbad		
State/Country:	CALIFORNIA		
Postal Code:	92009		
Entity Type:	Corporation: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3554159	SURGITECH INC. SURGICAL TECHNOLOGIES	
CORRESPONDENCE DATA			
Fax Number:	7607589587		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	7604778191		
Email:	ccrowell@surgitechinc.com		
Correspondent Name:	SurgiTech, Inc.		
Address Line 1:	2772 gateway rd		
Address Line 2:	Suite 101		
Address Line 4:	carlsbad, CALIFORNIA 92009		
NAME OF SUBMITTER:	Chris Crowell		
SIGNATURE:	/chris crowell/		
DATE SIGNED:	04/24/2019		
Total Attachments: 28			
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140301



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Articles of Conversion

(PURSUANT TO NRS 92A.205)

Page 1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Articles of Conversion (Pursuant to NRS 92A.205)

1. Name and jurisdiction of organization of constituent entity and resulting entity:

Surgitech, Inc.	
Name of constituent entity	
Nevada	corporation
Jurisdiction	Entity type *
and,	
Surgitech, Inc.	
Name of resulting entity	
California	corporation
Jurisdiction	Entity type *

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

3. Location of plan of conversion: (check one)

- The entire plan of conversion is attached to these articles.
- The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330.

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust .

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Conversion Page 1
Revised: 8-31-11

TRADEMARK
REEL: 006638 FRAME: 0267



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov

Articles of Conversion
 (PURSUANT TO NRS 92A.205)
Page 2

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (If a foreign entity is the resulting entity in the conversion):

Attn: Charles A. Perez
 c/o: Surgitech, Inc.
 2772 Gateway Road
 Carlsbad, CA 92009

5. Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: _____ Time: _____

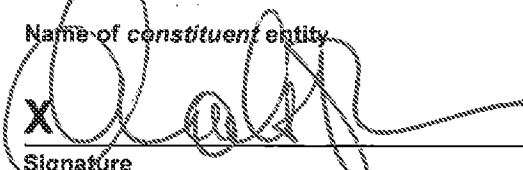
6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).

2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Surgitech, Inc.

Name of constituent entity

X 
 Signature

Chief Executive Officer

Title

9/27/13

Date

* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

FILING FEE: \$350.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Conversion Page 2
 Revised: 8-31-11

TRADEMARK
REEL: 006638 FRAME: 0268

**Articles of Incorporation
with Statement of Conversion**

Article I.

The name of the Corporation is Surgitech, Inc.

Article II.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporation by the California Corporations Code.

Article III.

The name and address of the converted Corporation's initial agent for service of process are:

Charles A. Perez
2772 Gateway Road
Carlsbad, CA 92009

Article IV.

The initial street address and mailing address of the converted Corporation are:

2772 Gateway Road
Carlsbad, CA 92009

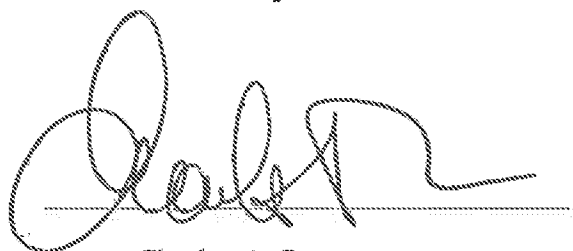
Article V.

The Corporation is authorized to issue two classes of shares, designated respectively "Voting Common Stock" and "Non-Voting Equity Stock", and referred to herein as Voting Stock (or Voting Shares) and Non-Voting Stock (or Non-Voting Shares), respectively. The authorized number of shares of Voting Stock is 2,250,000 and the authorized number of shares of Non-Voting Stock is 250,000. The rights, preferences, privileges and restrictions of Voting Stock and Non-Voting Stock shall be equal and identical in all respects except that, unless otherwise provided by law, the holders of shares of Voting Stock ("Voting Shareholders") shall have and possess the exclusive right to receive notice of shareholders' meetings and the exclusive right and power to vote, and the holders of shares of Non-Voting Stock ("Non-Voting Shareholders") shall not be entitled to notice of any shareholders' meetings or to vote upon the election of directors or upon any other matter.

Article VI.

The name of the converting entity is Surgitech, Inc; it is a corporation formed in the State of Nevada. The converting entity's California Secretary of State file number is C2290905. The converting foreign entity is authorized to effect conversion by the laws under which it is formed, and it has approved a plan of conversion or other instrument to effect the conversion as required by the laws under which it is formed. The conversion has been approved by the number or percentage of applicable holders of interest of the foreign entity as is required by the laws under which it is formed.

I declare I am the person who executed this instrument, which execution is my act and deed.

A handwritten signature in black ink, appearing to read 'Charles A. Perez', is written over a horizontal dotted line. The signature is fluid and cursive.

Charles A. Perez
Chief Executive Officer of Surgitech, Inc.
and Incorporator

PLAN OF CONVERSION
OF
SURGITECH, INC., a Nevada corporation
TO
SURGITECH, INC., a California corporation

THIS PLAN OF CONVERSION, dated as of September 27, 2013 (including all Exhibits attached hereto, this "Plan"), is hereby adopted by Surgitech, Inc., a Nevada corporation (the "Company"), in order to set forth the terms, conditions and procedures governing the conversion of the Company from a Nevada corporation to a California corporation pursuant to Section 1157 of the General Corporation Law of the State of California, as amended (the "CGCL"), and Section 92A.120 of the Nevada Revised Statutes, as amended (the "NRS").

RECITALS

WHEREAS, the Company is a corporation established and existing under the laws of the State of Nevada;

WHEREAS, the Board of Directors of the Company has determined that it would be advisable and in the best interests of the Company and its stockholders for the Company to convert from a Nevada corporation to a California corporation pursuant to Section 1157 of the CGCL and Section 92A.120 of the NRS; and

WHEREAS, the form, terms and provisions of this Plan has been authorized, approved and adopted by the Board of Directors of the Company.

NOW, THEREFORE, the Company hereby adopts this Plan as follows:

1. Conversion; Effect of Conversion.

(a) Upon the Effective Time (as defined in Section 3 below), the Company shall be converted from a Nevada corporation to a California corporation pursuant to Section 1157 of the CGCL and Section 92A.120 of the NRS (the "Conversion") and the Company, as converted to a California corporation (the "Resulting Company"), shall thereafter be subject to all the provisions of the CGCL, except that notwithstanding Section 200(c) of the CGCL, the existence of the Resulting Company shall be deemed to have commenced on the date the Company commenced its existence in the State of Nevada.

(b) Upon the Effective Date, by virtue of the Conversion and without any further action on the part of the Company or its stockholders, the Resulting Company shall, for all purposes of the laws of California, be deemed to be the same entity as the Company existing immediately prior to the Effective Time. Upon the Effective Time, by virtue of the Conversion and without any further action on the part of the Company or its stockholders, for all purposes of the laws of the State of California, all of the rights, privileges and powers of the Company existing immediately prior to the Effective Time, and all property, real, personal and mixed, and all debts due to the Company existing immediately prior to the Effective Time, as well as all other things and causes of action belonging to the Company existing immediately prior to the Effective Time, shall remain vested in the Resulting Company and shall be the property of the Resulting Company and the title to any real property vested by deed or otherwise in the Company existing immediately prior to the Effective Time shall not revert or be in any way impaired by reason of the Conversion; but all rights of creditors and all liens upon any property of the Company existing immediately prior to the Effective Time shall be preserved unimpaired, and all debts, liabilities and duties of the Company existing immediately prior to the Effective Time shall remain attached to the Resulting Company upon the Effective Time, and may be enforced against the Resulting Company to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by the Resulting Company in its capacity as a corporation of the State of California. The rights, privileges, powers and interests in property of the Company existing immediately prior to the Effective Time, as well as debts, liabilities and duties of the Company existing immediately prior to the Effective Time, shall be deemed, as a consequence of the Conversion, to have been transferred to the Resulting Company upon the Effective Time for any purpose of the laws of the State of California.

(c) The Conversion shall not be deemed to affect any obligations or liabilities of the Company incurred prior to the Conversion or the personal liability of any person incurred prior to the Conversion.

(d) Upon the Effective Time, the name of the Resulting Company shall remain unchanged and continue to be "Surgitech, Inc."

(e) The Company intends for the Conversion to constitute a tax-free reorganization qualifying under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended. Accordingly, neither the Company nor any of its stockholders should recognize gain or loss for federal income tax purposes as a result of the Conversion.

2. Filings. As promptly as practicable after the adoption of this Plan, the Company shall cause the Conversion to be effective by:

(a) executing and delivering (or causing the execution and filing of) Articles of Conversion pursuant to Section 92A.205 of the NRS in form reasonably acceptable to any officer of the Company (the "Nevada Articles of Conversion") with the Secretary of State of the State of Nevada; and

(b) executing and filing (or causing the execution and filing of) Articles of Incorporation with Statement of Conversion pursuant to Section 1157 of the CCGL in form reasonably acceptable to any officer of the Company ("California Articles of Incorporation and Statement of Conversion") with the Secretary of State of the State of California.

3. Effective Time. The Conversion shall become effective upon the filing of the Nevada Articles of Conversion and the California Articles of Incorporation and Statement of Conversion (the time of the effectiveness of the Conversion, the "Effective Time").

4. Effect of Conversion on Common Stock. Upon the Effective Time, by virtue of the Conversion and without any further action on the part of the Company or its stockholders, each share of common stock with no par value, of the Company ("Company Common Stock") that is issued and outstanding immediately prior to the Effective Time shall convert into one validly issued, fully paid and nonassessable share of common stock with no par value, of Resulting Company ("Resulting Company Common Stock").

5. Effect of Conversion on Stock Certificates. Upon the Effective Time, all of the outstanding certificates that immediately prior to the Effective Time represented shares of Company Common Stock shall be deemed for all purposes to continue to evidence ownership of and to represent the same number of shares of Resulting Company Common Stock.

6. Further Assurances. If, at any time after the Effective Time, the Resulting Company shall determine or be advised that any deeds, bills of sale, assignments, agreements, documents of assurances or any other acts or things are necessary, desirable or proper, consistent with the terms of this Plan, (a) to vest, perfect or confirm, of record or otherwise, in the Resulting Company its right, title or interest in, to or under any of the rights, privileges, immunities, powers, purposes, franchises, properties or assets of Company existing immediately prior to Effective Time, or (b) to otherwise carry out the purposes of this Plan, the Resulting Company and its officers and directors (or their designees), are hereby authorized to solicit in the name of the Resulting Company any third-party consents or other documents required to be delivered by any third-party, to execute, deliver, in the name and on behalf of the Resulting Company all such deeds, bills of sale, assignments, agreements, documents and assurances and do, in the name and on behalf of the Resulting Company, all such other acts and things necessary, desirable or proper

to vest, perfect or confirm its right, title or interest in, to or under any of the rights, privileges, immunities, powers, purposes, franchises, properties or assets of the Company existing immediately prior to the Effective Time and otherwise to carry out the purposes of this Plan.

7. Effect of Conversion on Directors and Officers. Upon the Effective Time, by virtue of the Conversion and without any further action on the part of the Company or its stockholders, the members of the Board of Directors and the officers of the Company holding their respective offices in the Company existing immediately prior to the Effective Time shall continue in their respective offices as members of the Board of Directors and offices of the Resulting Company.

8. California Bylaws. Upon the Effective Time, the bylaws of the Resulting Company shall be substantially in the form set forth in Exhibit A hereto (the "California Bylaws"), and the Board of Directors of the Resulting Company shall adopt the California Bylaws as promptly as practicable following the Effective Time.

9. Termination. At any time prior to the Effective Time, this Plan may be terminated and the transactions contemplated hereby may be abandoned by action of the Board of Directors of the Company if, in the opinion of the Board of Directors of the Company, such action would be in the best interests of the Company and its stockholders. In the event of termination of this Plan, this Plan shall become void and of no effect.

10. Third Party Beneficiaries. This Plan shall not confer any rights or remedies upon any person other than as expressly provided herein.

11. Severability. Whenever possible, each provision of this Plan will be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Plan is held to be prohibited by or invalid under applicable law, such provision will be ineffective only to the extent of such prohibition or invalidity, without invalidating the remainder of this Plan.

IN WITNESS WHEREOF, the Company has caused this Plan to be duly executed as of the date first above written.

SURGITECH, INC.,
a Nevada corporation

By: 

Charles A. Perez
President and Chief Executive Officer

EXHIBIT A

(see attached Form of California Bylaws)

BYLAWS OF
SURGITECH, INC.
a California corporation

ARTICLE I
OFFICES

1.1 PRINCIPAL OFFICE. The principal executive office of the Corporation shall be located at 2772 Gateway Road, Carlsbad, California 92009. The Board of Directors may change the location of the principal executive office to any place within or outside of California.

1.2 OTHER OFFICES. Branch or subordinate offices may be established at any time and at any place by the Board of Directors.

ARTICLE II
MEETINGS OF SHAREHOLDERS

2.1 PLACE OF MEETINGS. Meetings of shareholders shall be held at any place within or outside of California designated by the Board of Directors and stated in the notice of the meeting. If no place is so specified, shareholders' meetings shall be held at the Corporation's principal executive office.

2.2 ANNUAL MEETING. Annual meetings of the shareholders shall be held on February 12th at 10:00 a.m. However, if this date falls on a legal holiday, then the meeting shall be held at the same time and place on the next succeeding full business day. At this meeting, directors shall be elected and any other proper business within the power of the shareholders may be transacted.

2.3 SPECIAL MEETINGS; HOW CALLED. A special meeting of the shareholders may be called at any time by any of the following: a Director, the President, or a majority of the shareholders holding shares that in the aggregate are entitled to cast no less than ten percent (10%) of the votes at that meeting. For special meetings called by anyone other than the Board of Directors, the person or persons calling the meeting shall make a request in writing to the Chairman of the Board, the President, Vice-President or Secretary, specifying a time and date for the proposed meeting (which is not less than thirty five (35) nor more than sixty (60) days after receipt of the request) and the general nature of the business to be transacted. Within twenty (20) days after receipt, the officer receiving the request shall cause notice to be given to the shareholders entitled to vote at the meeting. The notice shall state that a meeting will be held at the time requested by the person(s) calling the meeting, and shall state the general nature of the business proposed to be transacted.

2.4 NOTICE OF MEETINGS; TIME AND CONTENTS. Notice of meetings of shareholders shall be sent or otherwise given not less than ten (10) nor more than sixty (60) days before the meeting date. The notice shall specify the place, date, and hour of the meeting. It shall also state: (a) for special meetings, the general nature of the proposed business; or (b) for annual

meetings, those matters which the Board of Directors at the time of giving the notice intends to present for action by the shareholders. If directors are to be elected, the notice shall include the names of all nominees and persons whom the Board intends to present for election, as of the date of the notice. The notice shall also state the general nature of any proposed action at the meeting to approve:

(a) A transaction in which a director has a financial interest, within the meaning of Section 310 of the California Corporations Code;

(b) An amendment of the Articles of Incorporation under Section 902 of that Code;

(c) A conversion under Section 1152 of that Code;

(d) A reorganization under Section 1201 of that Code;

(e) A voluntary dissolution of the corporation under Section 1900 of that Code; or

(f) A distribution in dissolution that requires approval of the outstanding shares under Section 2007 of that Code.

The manner of giving notice and the determination of shareholders entitled to receive notice shall be in accordance with these Bylaws.

2.5. MANNER OF GIVING NOTICE; AFFIDAVIT OF NOTICE. Notice of any shareholders' meeting shall be given either: (a) personally; or (b) by first-class mail or by telegraphic or other written communication, charges prepaid, addressed to the shareholder at the address appearing on the Corporation's books or supplied by the shareholder for purposes of notice. Notice is deemed to have been given at the time it was delivered personally, deposited in the mail, or sent by other means of written communication.

2.6. WAIVER OF NOTICE OR CONSENT BY ABSENTEES. The transactions of any shareholders' meeting, either annual or special, however called and noticed and wherever held, shall be as valid as though they were had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if each person entitled to vote but not present at the meeting signs a written waiver of notice, a consent to the meeting, or an approval of the minutes. Shareholders' signatures may be obtained either before or after the meeting. The waiver of notice or consent need not specify either the intended business or the purpose of the meeting, except that if action is taken or proposed to be taken regarding any of the matters specified in Section 601(f) of the California Corporations Code (and listed above in the paragraph on contents of notices of shareholders' meetings), the general nature of the action or proposed action must be stated in the waiver of notice or consent. All written waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice is also waived by a shareholder's attendance at the meeting, unless the shareholder at the beginning of the meeting objects to the transaction of any business on the

ground that the meeting was not lawfully called or convened. Attendance and failure to object to the validity of the meeting, however, does not constitute a waiver of any right to object expressly, at a meeting, to consideration of matters required by law to be included in the notice of the meeting which were not so included.

2.7. ACTION BY WRITTEN CONSENT WITHOUT A MEETING. Any action that could be taken at an annual or special meeting of shareholders, except for the election of directors (see following paragraph), may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or take that action at a meeting at which all shares entitled to vote on that action were present and voting. Directors may be elected without a meeting only by the unanimous written consent of all shares entitled to vote for the election of directors, except that vacancies the Board is entitled to fill (vacancies other than those caused by removal of a director) may be filled by the written consent of a majority of the outstanding shares entitled to vote. All written consents shall be filed with the Secretary of the Corporation and maintained in the corporate records. Anyone who has given a written consent may revoke it by a writing received by the Secretary of the Corporation before written consents of the number of shares required to authorize the proposed action have been filed with the Secretary. Unless the consents of all shareholders entitled to vote have been solicited in writing, the Secretary shall give prompt notice of any corporate action approved by the shareholders without a meeting by less than unanimous consent, to those shareholders entitled to vote who have not consented in writing. As to approvals required by California Corporations Code Section 310 (transactions in which a director has a financial interest), Section 317 (indemnification of corporate agents), Section 1201 (corporate reorganization), or Section 2007 (certain distributions on dissolution), notice of the approval shall be given at least ten (10) days before the consummation of any action authorized by the approval. Notice shall be given in the manner specified in these Bylaws for notice of shareholders' meetings.

2.8. RECORD DATE FOR SHAREHOLDER NOTICE AND VOTING.

(a) For purposes of determining the shareholders entitled to receive notice of and vote at a shareholders' meeting or give written consent to corporate action without a meeting, the Board may fix in advance a record date that is not more than sixty (60) days nor less than ten (10) days before the date of any such meeting, or not more than sixty (60) days before any such action without a meeting.

(b) Except as otherwise required by law, only shareholders of record on the Corporation's books at the close of business on the record date shall be entitled to any of the notice and voting rights listed in subsection (a) of this section, notwithstanding any transfer of shares on the Corporation's books after the record date.

2.9. QUORUM. The presence in person or by proxy of the holders of a majority of the shares entitled to vote at any meeting of shareholders shall constitute a quorum for the transaction of business. The shareholders present at a duly called or held meeting at which a quorum was initially present may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. However, any action taken

(other than adjournment) must be approved by at least a majority of the shares required to constitute a quorum.

2.10. VOTING. The Corporation shall determine the shareholders entitled to vote at any shareholders' meeting in accordance with bylaw provisions for record date, subject to Sections 700 through 711 of the California Corporations Code. Except as otherwise provided by law or as otherwise provided in the Articles of Incorporation, each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote of the shareholders. The shareholders may vote by voice vote or by ballot, except that if any shareholder so demands before the voting begins, any election for directors must be by ballot. On any matter other than the election of directors, a shareholder may vote part of his or her shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal. If a shareholder does not specify the number of shares being voted, it will be conclusively presumed that the shareholder's vote covers all shares which that shareholder is entitled to vote. If a quorum is present (or if a quorum had been present earlier at the meeting but some shareholders have withdrawn), the affirmative vote of a majority of the shares represented and voting, provided such affirmative vote also constitutes a majority of the number of shares required for a quorum, shall be the act of the shareholders unless the vote of a greater number or voting by classes is required by statute or by the Articles of Incorporation.

2.11. CUMULATIVE VOTING. Cumulative voting for the election of directors is permitted if one or more shareholders present at the meeting give notice, before the voting begins, of their intention to cumulate votes (i.e., cast for any candidate a number of votes greater than the number of votes which that shareholder would normally be entitled to cast). If any shareholder has given such notice, and if the candidates' names have been placed in nomination, then all shareholders entitled to vote may cumulate their votes, giving any nominated candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which that shareholder's shares are normally entitled, or distributing the cumulative number of votes among any or all of the candidates. The elected directors shall be those candidates (up to the number of directorships open for election) receiving the most votes.

2.12. PROXIES. Every person entitled to vote for directors or on any other matter shall have the right to do so either in person or by one or more agents authorized by a written proxy signed by the person and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the shareholder's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the shareholder or the shareholder's attorney in fact. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless: (a) it is revoked by the person who executed the proxy, either by a writing delivered to the Corporation before the proxy has been voted, or by attendance at the meeting; or (b) the Corporation receives written notice of the shareholder's death or incapacity before the vote pursuant to that proxy has been counted; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy unless the proxy itself provides otherwise. Proxies stating on their face that they are irrevocable shall be governed by Sections 705(e) and 705(f) of the California Corporations Code.

ARTICLE III
DIRECTORS

3.1. POWERS. Subject to the provisions of the California General Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to actions requiring approval by the shareholders or by the outstanding shares, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without prejudice to these general powers, and subject to the same limitations, the Board of Directors shall have the power to:

(a) Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation; and require from them security for faithful service;

(b) Change the principal executive office or the principal business office in the State of California from one location to another; qualify the Corporation to do business in any other state, territory, dependency or country; conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any shareholders' meeting;

(c) Adopt, make and use a corporate seal; prescribe the forms of certificates of stock; and alter the form of the seal and certificates;

(d) Authorize the issuance of shares of corporate stock on any lawful terms, in consideration of money paid, labor done, services actually rendered, debts or securities canceled, or tangible or intangible property actually received; and

(e) Borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

3.2. NUMBER OF DIRECTORS. The authorized number of directors of the Corporation shall be no less than three (3) and no more than five (5), with the exact number of directors to be fixed, with the limits specified, by approval of the Board or the shareholders; provided that, so long as the Corporation has only one shareholder, the Corporation may have one (1) director. The authorized number of directors can be changed by an amendment to the bylaws adopted by the vote or written consent of a majority of the outstanding shares entitled to vote.

3.3. ELECTION AND TERM OF DIRECTORS. Directors shall be elected at each annual shareholders' meeting to hold office until the next annual meeting. Election of directors by written consent without a meeting requires the unanimous written consent of the outstanding shares entitled to vote. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected

and qualified. No reduction of the authorized number of directors shall have the effect of removing any director before his or her term of office expires.

3.4. VACANCIES. A vacancy in the Board of Directors shall be deemed to exist: (a) if a director dies, resigns or is removed by the shareholders or an appropriate court, as provided in Section 303 or Section 304 of the California Corporations Code; (b) if the Board of Directors declares vacant the office of a director who has been convicted of a felony or declared of unsound mind by an order of court; (c) if the authorized number of directors is increased; or (d) if at a shareholders' meeting the shareholders fail to elect the full authorized number of directors. Vacancies (except for those caused by a director's removal) may be filled by approval of the Board, or, if the number of directors then in office is less than a quorum, by: (i) the unanimous written consent of the directors then in office; (ii) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice of waivers of notice complying with Section 307 of the Corporations Code; or (iii) a sole remaining Director. Vacancies on the Board caused by the removal of a director (except for vacancies created when the Board declares the office of a director vacant as provided in clause (b) of the first paragraph of this section) may be filled only by the shareholders, either by a majority vote of the shares represented and voting at a meeting at which a quorum is present, or by the unanimous written consent of all shares entitled to vote. Any director may resign effective on giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later effective date. If the resignation is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. The shareholders may elect a director at any time to fill a vacancy not filled by the Board of Directors. The term of office of a director elected to fill a vacancy shall run until the next annual shareholders' meeting, and the director shall hold office until a successor is elected and qualified.

3.5. PLACE OF MEETINGS. Regular meetings of the Board of Directors may be held at any place within or outside the State of California as designated from time to time by the Board. In the absence of a designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board may be held at any place within or outside the State of California designated in the notice of the meeting, or if the notice does not state a place, at the principal executive office of the Corporation. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, provided that all directors participating can hear one another.

3.6. ANNUAL DIRECTORS' MEETING. Immediately after each annual shareholders' meeting, the Board of Directors shall hold a regular meeting at the same place or at any other place designated by the Board, to elect officers and transact other necessary business as desired. Notice of this meeting shall not be required unless some place other than the place of the annual shareholders' meeting has been designated.

3.7. OTHER REGULAR MEETINGS. Other regular meetings of the Board of Directors shall be held without call at times to be fixed by the Board of Directors from time to time. Such regular meetings may be held without notice.

3.8. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called for any purpose or purposes at any time by the Chairman of the Board, the President, any vice president, the Secretary, or any director. Special meetings shall be held on four (4) days' notice by mail or forty eight (48) hours' notice delivered personally or by telephone or telegraph. Oral notice given personally or by telephone may be transmitted either to the director or to a person at the director's office who can reasonably be expected to communicate it promptly to the director. Written notice, if used, shall be addressed to each director at his or her address shown on the corporate records. The notice need not specify the purpose of the meeting, nor need it specify the place if the meeting is to be held at the principal executive office of the Corporation.

3.9. WAIVER OF NOTICE. Notice of a meeting, if otherwise required, need not be given to any director who: (a) either before or after the meeting signs a waiver of notice or a consent to holding the meeting without being given notice; (b) signs an approval of the minutes of the meeting; or (c) attends the meeting without protesting the lack of notice before or at the beginning of the meeting. Waivers of notice or consents need not specify the purpose of the meeting. All such waivers, consents, and approvals of the minutes, if written, shall be filed with the corporate records or made a part of the minutes of the meeting.

3.10. QUORUM. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except for adjournment. Except as otherwise required by California Corporations Code Section 310 (approval of contracts or transactions in which a director has a material financial interest), Section 311 (appointment of Committees), and Section 317(e) (indemnification of directors), every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be deemed the act of the Board of Directors, unless a different requirement is imposed by the Articles of Incorporation which shall not provide that a lesser vote than majority is an act. A meeting at which a quorum was initially present may continue to transact business despite the withdrawal of directors, if the action taken is approved by at least a majority of the quorum required for that meeting.

3.11. ADJOURNMENT TO ANOTHER TIME OR PLACE. Whether or not a quorum is present, a majority of the directors present may adjourn any meeting to another time and place.

3.12. NOTICE OF ADJOURNED MEETING. Notice of the time and place of resuming an adjourned meeting need not be given if the adjournment is for twenty-four (24) hours or less. If the adjournment is for more than twenty-four (24) hours, notice of the new time and place shall be given, before the time set for resuming the meeting, to any directors who were not present at the time of adjournment, but need not be given to directors who were present at the time of adjournment.

3.13. ACTION WITHOUT A MEETING BY WRITTEN CONSENT. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Any action by written consent shall have the same effect as a unanimous vote of the Board of Directors. All such written requests shall be filed with the minutes of the proceedings of the Board of Directors.

3.14. COMPENSATION OF DIRECTORS. Directors and members of Committees of the Board may be compensated for their services, and shall be reimbursed for expenses, as fixed or determined by resolution of the Board of Directors. This section shall not preclude any director from serving the Corporation as an officer, agent, employee, or in any other capacity, and receiving compensation for those services.

3.15. REIMBURSEMENT OF NON-DEDUCTIBLE COMPENSATION. If all or part of the compensation, including expenses, paid by the Corporation to a director, officer, employee, or agent is finally determined not to be allowable to the Corporation as a federal or state income tax deduction, the director, officer, employee, or agent to whom the payment was made shall repay to the Corporation the amount disallowed. The Board of Directors shall enforce repayment of each such amount disallowed by the taxing authorities.

ARTICLE IV COMMITTEES

4.1. EXECUTIVE AND OTHER COMMITTEES OF THE BOARD. The Board of Directors, by resolution adopted by a majority of the authorized number of directors, may create one (1) or more Committees with the authority of the Board ("Board Committees" or "Committees of the Board"), including an executive committee. Appointment of members of Board Committees requires the affirmative vote of a majority of the authorized number of directors. Committees of the Board, to the extent provided in the Board resolution establishing the committee, may be granted any or all of the powers and authority of the Board except for the following:

- (a) Approving any action for which the California Corporations Code also requires the approval of the shareholders (Section 153) or of the outstanding shares (Section 152);
- (b) Filling vacancies on the Board of Directors or any committee of the Board;
- (c) Fixing directors' compensation for serving on the Board or a committee of the Board;
- (d) Adopting, amending, or repealing Bylaws;
- (e) Amending or repealing any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (f) Making distributions to shareholders (California Corporations Code Section 166), except at a rate or in a periodic amount or within a price range determined by the Board of Directors or set forth in the articles; or
- (g) Appointing other Committees of the Board or their members.

4.2. MEETINGS AND ACTIONS OF BOARD COMMITTEES. Meetings and actions of Committees of the Board shall be governed by the bylaw provisions applicable to meetings and actions of the Board of Directors as to place of meetings, regular meetings, waiver of notice, quorum, adjournment, notice of adjournment, and action by written consent without a meeting, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that: (a) the time of regular committee meetings may be determined either by resolution of the Board of Directors or by resolution of the committee; (b) special committee meetings may also be called by resolution of the Board of Directors; (c) notice of special committee meetings shall also be given to all alternate members; and (d) alternate members shall have the right to attend all meetings of the committee. The Board may adopt rules, not inconsistent with the Bylaws, for the governance of Committees of the Board.

ARTICLE V **OFFICERS**

5.1. OFFICERS; ELECTION. The Corporation shall have a President, a Secretary, and a Chief Financial Officer. There may also be other officers as specified in the Bylaws or designated by the Board. Any number of offices may be held by the same person. The officers of the Corporation (except for subordinate offices appointed in accordance with the provisions below) shall be elected annually by the Board of Directors. All officers shall serve at the pleasure of the Board.

5.2. PRESIDENT. Except to the extent that the Bylaws or the Board of Directors assign specific powers and duties to the Chairman of the Board, the President shall serve as general manager and President of the Corporation and shall have general supervision, direction, and control over the Corporation's business and its officers, with all the general powers and duties of management usually vested in a Corporation's President. The President shall preside at all shareholders' meetings, and shall exercise and perform such other powers and duties as prescribed by the Bylaws or by the Board of Directors. The President shall also preside at Board meetings if there is no Chairman of the Board or if the Chairman is absent.

5.3. SECRETARY. The Secretary shall have the following duties:

(a) **MINUTES.** The Secretary shall be present at and take the minutes of all meetings of the shareholders, the Board of Directors, and Committees of the Board. If the Secretary is unable to be present, the Secretary or the presiding officer of the meeting shall designate another person to take the minutes of the meeting. The Secretary shall keep, or cause to be kept, at the principal executive office or such other place as designated by the Board of Directors, a book of minutes of all meetings and actions of the shareholders, the Board of Directors, and Committees of the Board. The minutes of each meeting shall state the following: the time and place of the meeting; whether it was regular or special; if special, how it was called or authorized; the notice given or waivers or consents obtained; the names of directors present at Board or committee meetings; the number of shares present or represented at shareholders' meetings; and an accurate account of the proceedings.

(b) **RECORD OF SHAREHOLDERS.** The Secretary shall keep or cause to be kept, at the principal executive office or at the office of the transfer agent or registrar, a record or duplicate record of shareholders. The record shall show the names of all shareholders and their addresses, the number and classes of shares held by each, the number and date of share certificates issued to each shareholder, and the number and date of cancellation of any certificates surrendered for cancellation.

(c) **NOTICE OF MEETINGS.** The Secretary shall give notice, or cause notice to be given, of all shareholders' meetings, Board meetings, and committee meetings for which notice is required by statute or by the Bylaws. If the Secretary or other person authorized by the Secretary to give notice fails to act, notice of any meeting may be given by any other officer of the Corporation. The Secretary shall maintain records of the mailing or other delivery of notices and documents to shareholders or directors, as prescribed by the Bylaws or by the Board of Directors.

(d) **OTHER DUTIES.** The Secretary shall keep the seal of the Corporation, if any, in safe custody. The Secretary shall have such other powers and perform such other duties as prescribed by the Bylaws or by the Board of Directors.

5.4. CHIEF FINANCIAL OFFICER. The Chief Financial Officer, who may also be referred to as the Treasurer, shall keep or cause to be kept adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and shares. The books of account shall at all reasonable times be open to inspection by any director. The Chief Financial Officer shall: (1) deposit corporate funds and other valuables in the Corporation's name and to its credit with depositories designated by the Board; (2) disburse corporate funds as authorized by the Board; (3) whenever requested by the Board or the President, render a statement of the Corporation's financial condition and an account of all transactions he or she has conducted as Chief Financial Officer; and (4) exercise such other powers and perform such other duties as prescribed by the Bylaws or by the Board of Directors. The Chief Financial Officer shall be deemed the Treasurer for any purpose requiring action by the Corporation's Treasurer.

5.5. VICE PRESIDENTS. There may be one or more vice presidents, as determined by the Board. In the absence or disability of the President, the President's duties and responsibilities shall be carried out by the highest ranking available vice president, or if there are two (2) or more unranked vice presidents, by a vice president designated by the Board of Directors. When so acting, a vice president shall have all the powers of and be subject to all the restrictions on the President. Vice presidents shall have such other powers and perform such other duties as prescribed by the Bylaws or assigned from time to time by the Board of Directors or the President.

5.6. SUBORDINATE OFFICERS. The Board of Directors may appoint, and may empower the President to appoint, subordinate officers as required by the Corporation's business,

whose duties shall be as provided in the Bylaws or as determined from time to time by the Board of Directors or the President.

5.7. REMOVAL AND RESIGNATION OF OFFICERS. Any officer chosen by the Board of Directors may be removed by the Board at any time, with or without cause or notice. Subordinate officers appointed by persons other than the Board may be removed at any time, with or without cause or notice, by the Board or by the person by whom appointed. A removed officer shall have no claim against the Corporation or individual officers or Board members arising from such removal. Any officer may resign at any time by giving the Corporation written notice. Unless otherwise specified in the notice, resignations shall take effect on the date the notice is received, and acceptance of the resignation is not necessary to make it effective.

5.8. VACANCIES IN OFFICES. Vacancies in offices resulting from an officer's death, resignation, removal, disqualification, or any other cause shall be filled by the Board or by the person, if any, authorized by the Bylaws or the Board to make an appointment to that office.

5.9. COMPENSATION. Salaries of officers and other shareholders employed by the Corporation shall be fixed from time to time by the Board of Directors or established under employment agreements approved by the Board of Directors. No officer shall be prevented from receiving this salary because he or she is also a director of the Corporation.

5.10. REIMBURSEMENT OF NONDEDUCTIBLE COMPENSATION. If all or part of the compensation, including expenses, paid by the Corporation to a director, officer, employee, or agent is finally determined not to be allowable to the Corporation as a federal or state income tax deduction, the director, officer, employee, or agent to whom the payment was made shall repay to the Corporation the amount disallowed. The Board of Directors shall enforce repayment of each such amount disallowed by the taxing authorities.

ARTICLE VI INDEMNIFICATION

6.1. INDEMNIFICATION OF AGENT.

(a) **DEFINITIONS.** For the purposes of this section, "agent" means any person who is or was a director, officer, employee, or other agent of this Corporation or its predecessor, and any person who is or was serving as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise at the request of this Corporation or its predecessor. "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative. "Expenses" include, but are not limited to, attorneys' fees and any expenses of establishing a right to indemnification under subdivision (d) or subdivision (e)(4) of this section and in accordance with California Corporations Code Section 317.

(b) **LAWSUITS OTHER THAN BY THE CORPORATION.** This Corporation shall have the power to indemnify any person who was or is a party, or is threatened

to be made a party, to any proceeding (other than an action by or in the right of this Corporation to procure a judgment in its favor) by reason of the fact that such person is or was an agent of this Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, if the agent acted in good faith and in a manner the agent reasonably believed to be in the best interests of this Corporation. If there are criminal charges, the agent must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the agent did not act in good faith and in a manner that the agent reasonably believed to be in the best interests of this Corporation, or that the agent had reasonable cause to believe that his or her conduct was unlawful.

(c) LAWSUITS BY OR ON BEHALF OF THE CORPORATION. This Corporation shall have the power to indemnify any person who was, is, or is threatened to be made a party by reason of the fact that person is or was an agent of this Corporation, to any threatened, pending, or completed legal action by or under the rights of this Corporation to procure a judgment in its favor, against expenses actually and reasonably incurred by the agent in connection with the defense or settlement of that action, if the agent acted in good faith, in a manner the agent believed to be in the best interests of this Corporation and its shareholders, and with such care, including reasonable inquiry, as an ordinarily prudent person would use under similar circumstances. However, the Corporation shall not indemnify:

(i) Any amount paid with respect to a claim, issue, or matter for which the agent has been adjudged liable to this Corporation and its shareholders in the performance of his or her duty, except for any expenses (exclusive of judgment or settlement amount) specifically authorized by the court in which the proceeding is or was pending, in accordance with statutory requirements;

(ii) Any amount paid by the agent in settling or otherwise disposing of a threatened or pending lawsuit by the Corporation, with or without court approval;

(iii) Any expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval.

(d) SUCCESSFUL DEFENSE BY AGENT. If the agent is successful on the merits, the Corporation shall indemnify the agent for expenses actually and reasonably incurred.

(e) APPROVAL; WHEN REQUIRED. Unless indemnification is mandatory because of the agent's successful defense on the merits, indemnification can be made only as to a specific case, upon a determination that indemnification is proper under the circumstances because the agent has met the applicable standard of conduct, and must be authorized by one of the following: (1) a majority vote of the Board with a quorum consisting of directors who are not parties to the proceeding; (2) independent legal counsel in a written opinion if a quorum of directors who are not parties to the proceeding is not available; (3) the affirmative vote of a majority of the outstanding shares entitled to vote and present or

represented at a duly held meeting at which a quorum is present or by the written consent of a majority of the outstanding shares entitled to vote (without counting shares owned by the person seeking indemnification as either outstanding or entitled to vote); or (4) the court in which the proceeding is or was pending, upon application by the Corporation, the agent, the agent's attorney, or other person rendering services in connection with the defense, regardless of whether the Corporation opposes the application.

(f) ADVANCING EXPENSES. Expenses incurred or to be incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding, on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance, unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this section.

(g) SURVIVAL OF RIGHTS. The rights provided by this section shall continue as to a person who has ceased to be an agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

(h) EFFECT OF AMENDMENT. Any amendment, repeal, or modification of this section shall not adversely affect an agent's right or protection existing at the time of such amendment, repeal, or modification.

ARTICLE VII RECORDS AND REPORTS

7.1. SHAREHOLDER LISTS; INSPECTION BY SHAREHOLDERS. The Corporation shall keep at its principal executive office or at the office of its transfer agent or registrar, as the Board shall determine, a record of the names and addresses of all shareholders and the number and class of shares held by each. A shareholder or group of shareholders holding five percent (5%) or more of the outstanding voting shares of the Corporation may: (a) inspect and copy the record of shareholders' names and addresses and shareholdings during usual business hours, on five (5) days' written demand on the Corporation; and/or (b) obtain from the Corporation's transfer agent, on written demand and tender of the transfer agent's usual charges for this service, a list of the names and addresses of shareholders entitled to vote for the election of directors and their shareholders, as of the most recent date for which a record has been compiled or as of a specified date which is later than the date of demand. This list shall be made available within five (5) days after demand or within five (5) days after the specified later date as of which the list is to be compiled. The record of shareholders shall also be open to inspection during usual business hours, on the written demand of any shareholder or holder of a voting trust certificate, for a purpose reasonably related to the holder's interest in the Corporation. Any inspection or copying under this section may be made in person or by the holder's agent or attorney.

7.2. MAINTENANCE OF BYLAWS. The Corporation shall keep at its principal executive office, or if its principal executive office is not in California, at its principal business office in this state, the original or a copy of the Bylaws as amended to date, which shall be open to inspection by the shareholders at all reasonable times during office hours. If the principal

executive office of the Corporation is outside of California and the Corporation has no principal business office in this state, the Secretary shall, upon a shareholder's written request, furnish to that shareholder a copy of the Bylaws as amended to date.

7.3. MINUTES AND ACCOUNTING RECORDS. The minutes of proceedings of the shareholders, Board of Directors, and Committees of the Board, and the accounting books and records shall be kept at the principal executive office of the Corporation, or at such other place or places as designated by the Board of Directors. The minutes shall be kept in written form, and the accounting books and records shall be kept either in written form or in a form capable of being converted into written form. The minutes and accounting books and records shall be open to inspection during usual business hours on the written demand of any shareholder or holder of a voting trust certificate, for a purpose reasonably related to the holder's interests in the Corporation. The inspection may be made in person or by an agent or attorney, and includes the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary of the Corporation.

7.4. INSPECTION BY DIRECTORS. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection may be made by the director in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

7.5. ANNUAL REPORT TO SHAREHOLDERS. Inasmuch as, and for as long as, there are less than one hundred (100) shareholders, the requirement of an annual report to shareholders referred to in Section 1501 of the California Corporations Code is expressly waived. However, nothing in this provision shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the shareholders, as the Board considers appropriate.

7.6. FINANCIAL STATEMENTS. The Corporation shall keep a copy of any annual financial statement, quarterly or other periodic income statement, and accompanying balance sheets on file in its principal executive office for twelve (12) months. These documents shall be exhibited (or copies provided) to shareholders at all reasonable times.

7.7. ANNUAL INFORMATION STATEMENT. (a) Every year, during the calendar month in which the original Articles of Incorporation were filed with the California Secretary of State or during the preceding five (5) calendar months, the Corporation shall file a statement with the Secretary of State on the prescribed form, setting forth the names and complete business or residence addresses of incumbent directors; the number of vacancies on the Board, if any; the names and complete business or residence addresses of the President, the Secretary, and the chief financial officer; the street address of the Corporation's principal executive office or principal business office in this state; a statement of the general type of business constituting the principal business activity of the Corporation; and a designation of the Corporation's agent for service of process, all in compliance with Section 1502 of the Corporations Code of California. (b) Notwithstanding the provisions of paragraph (a) of this section, if there has been no change in the information contained in the Corporation's last annual

statement on file in the Secretary of State's office, the Corporation may, in lieu of filing the annual statement, advise the Secretary of State, on the appropriate form, that no changes in the required information have occurred during the applicable period.

ARTICLE VIII
GENERAL CORPORATE MATTERS

8.1. RECORD DATE FOR DIVIDENDS AND DISTRIBUTIONS. For purposes of determining the shareholders entitled to receive payment of dividends or other distributions or allotment of rights, or entitled to exercise any rights in respect of any other lawful action (other than voting at and receiving notice of shareholders' meetings and giving written consent of the shareholders without a meeting), the Board of Directors may fix in advance a record date not more than sixty (60) nor less than ten (10) days before the date of the dividend payment, distribution, allotment, or other action. If a record date is so fixed, only shareholders of record at the close of business on that date shall be entitled to receive the dividend, distribution, or allotment of rights, or to exercise the other rights, as the case may be, notwithstanding any transfer of any shares on the corporate books after the record date, except as otherwise provided by statute. If the Board of Directors does not so fix a record date in advance, the record date for these purposes shall be at the close of business on the later of: (a) the day on which the Board of Directors adopts the applicable resolution; or (b) the sixtieth (60th) day before the date of the dividend payment, distribution, allotment of rights, or other action.

8.2. AUTHORIZED SIGNATORIES FOR CHECKS. All checks, drafts, or other orders for payment of money, notes, and other evidences of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed in the manner and by the persons authorized by the Board of Directors.

8.3. EXECUTING CONTRACTS AND INSTRUMENTS. The Board of Directors may authorize any of its officers or agents to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. This authority may be general or it may be confined to one (1) or more specific matters. No officer, agent, employee, or other person purporting to act on behalf of the Corporation shall have any power or authority to bind the Corporation in any way, pledge its credit, or render it liable for any purpose in any amount unless that person was acting with authority duly granted by the Board of Directors as provided in these Bylaws, or unless an unauthorized act was later ratified by the Corporation.

8.4. SHARE CERTIFICATES. One or more certificates for shares of the capital stock of the Corporation shall be issued to each shareholder when any of the shareholder's shares are fully paid. All certificates shall certify the number of shares and the class or series of shares represented by the certificate. All certificates shall be signed in the name of the Corporation by: (a) one of the following: the Chairman or the President; and (b) one of the following: the Chief Financial Officer or the Secretary. Any of the signatures on the certificate may be facsimile. If a party who has signed share certificates ceases to be an officer or other agent before the certificate is issued, the Corporation may issue the certificate with the same effect as if that person were an officer, transfer agent, or registrar at the date of issue. The share certificates shall state, by way

of appropriate legend, any restrictions on share ownership or transfer, and any other statements required by applicable federal or state securities regulations.

8.5. LOST CERTIFICATES. Except as provided in this section, no new certificates for shares shall be issued to replace old certificates unless the old certificates are surrendered to the Corporation for cancellation at the same time. If share certificates or certificates for any other security have been lost, stolen, or destroyed, the Board of Directors may authorize the issuance of replacement certificates on such terms and conditions as the Board may require, which may include a requirement that the owner give the Corporation a bond or other adequate security sufficient to protect the Corporation against any claim that may be made against it (including any expenses or liability) on account of the alleged loss, theft, or destruction of the old certificate or the issuance of the replacement certificate.

8.6. REIMBURSEMENT OF NONDEDUCTIBLE COMPENSATION. If all or part of the compensation, including expenses, paid by the Corporation to a director, officer, employee, or agent is finally determined not to be allowable to the Corporation as a federal or state income tax deduction, the director, officer, employee, or agent to whom the payment was made shall repay to the Corporation the amount disallowed. The Board of Directors shall enforce repayment of each such amount disallowed by the taxing authorities.

8.7. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in Sections 100 through 195 of the California Corporations Code shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes a corporation and a natural person.

8.8. TRANSFER RESTRICTIONS; RIGHT OF FIRST REFUSAL.

(a) Any shareholder wishing to sell or transfer shares of the Corporation ("transferring shareholder") must first notify the Secretary of the Corporation by means of a writing (the "original notification") that states the number and class of shares, and the price per share, terms of the sale, and name of the proposed transferee, if any. The Corporation shall then have the right to purchase all of those shares at that price and on those terms. The Corporation shall also have the right to purchase any number of those shares, provided that shareholders other than the transferring shareholder (the "other shareholders") agree to purchase the remainder of the shares which the transferring shareholder wishes to sell or transfer. The Corporation shall exercise either of these rights by a written election to purchase ("corporation's election to purchase") delivered to the shareholder on or before the "corporation's election date," which is sixty (60) days after receipt of the original notification.

(b) If the Corporation fails to elect to purchase within the prescribed period, or if it elects to purchase fewer than all of the shares specified in the original notification, the Secretary, within ten (10) days after the Corporation's election date, shall send or deliver to each of the other shareholders a copy of the transferring shareholder's original notification and a statement of the number of shares not being purchased by the Corporation ("Secretary's statement"). Each of the other shareholders shall then have a right (contingent on the

subscription by the Corporation and shareholders of the total number of shares specified in the original notification) to purchase part or all of the available number of shares at the price and on the terms stated in the original notification. A shareholder wishing to exercise this right shall return to the Secretary, within thirty (30) days after the Corporation's election date, a written shareholder's "notice of intent to purchase."

(c) If the total number of shares specified by the other shareholders in their respective notices of intent to purchase exceeds the number of available shares specified in the Secretary's statement, each purchasing shareholder shall be entitled to purchase a fraction of the number of shares specified in that shareholder's notice of intent to purchase, which fraction shall be equal to the number of shares already held by that shareholder divided by the total number of shares held by all shareholders who have returned a notice of intent to purchase.

(d) If fewer than all the shares specified in the original notification are subscribed to under paragraphs (a) and (b) above, each shareholder who desires additional shares shall be entitled to purchase a fraction of the shares not subscribed to, which fraction shall be equal to the number of shares already held by that shareholder divided by the total number of shares held by all shareholders who desire to purchase the remaining shares.

(e) Any notice of intent to purchase given under paragraph (b) above, unless the shareholder specifically states otherwise on the notice, shall also be considered an offer to purchase the number of shares to which the shareholder may be entitled under paragraph (c) or paragraph (d).

(f) If fewer than all of the shares specified in the original notification are subscribed to under paragraphs (a), (b), (c), or (d) above, the transferring shareholder shall not be required to sell the specified shares, or any of them, to the Corporation or to the other shareholders, but may sell or transfer all the specified shares to the proposed transferee under the terms and for the price stated in the original notification; provided, however: (1) that any such transaction is null and void if it would have the effect of increasing the Corporation's total number of shareholders to more than thirty five (35); (2) that the transaction is null and void if it purports to sell or transfer the specified shares, or any of them, at a lower price or on terms more favorable to the transferee than those specified in the original notification; and (3) that the sale or transfer, if any, must take place within six (6) months after the date of the original notification.

(g) Unless otherwise prohibited by law or by the Articles of Incorporation, the Corporation may purchase its own shares from any offering shareholder; provided, however, that the Corporation shall not purchase all of its outstanding voting stock. Any sale or transfer, or purported sale or transfer, of the Corporation's shares by any shareholder shall be null and void unless the terms, conditions, and provisions set forth herein are strictly followed.

(h) Each offer, notice, or statement provided for above shall be considered given when it is personally delivered to the person to whom it is to be given, or when it is deposited in the United States mail, by first-class mail properly addressed to such person and with all postage or other charges fully prepaid. Each share certificate to which the above restrictions are applicable shall bear the following legend:

“Ownership of this certificate and the shares evidenced by this certificate may be sold, assigned, transferred, pledged, or otherwise disposed of or alienated only under and subject to the provisions in the section on transfer restrictions in this Corporation’s Bylaws.”

ARTICLE IX
AMENDMENTS

9.1. AMENDMENT OF ARTICLES OF INCORPORATION. Unless otherwise provided under California Corporations Code Sections 900 through 911, amendments to the Articles of Incorporation may be adopted if approved by the Board and approved by a majority of the outstanding shares entitled to vote, either before or after approval by the Board. An amendment to the Articles of Incorporation shall be effective as of the date that the appropriate certificate of amendment is filed with the Secretary of State.

9.2. AMENDMENT OF BYLAWS. Except as otherwise required by law or by the Articles of Incorporation, these Bylaws may be amended or repealed, and new bylaws may be adopted, by the Board of Directors or by a majority of the outstanding shares entitled to vote.

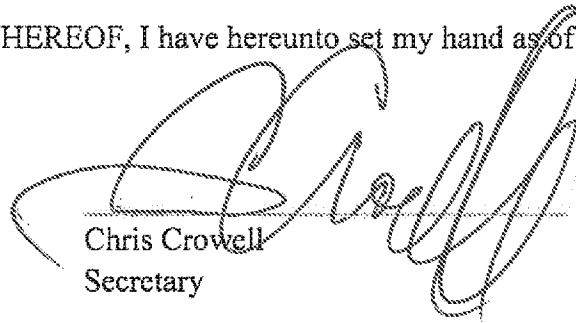
CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected, qualified and acting Secretary of Surgitech, Inc.

That the foregoing Bylaws comprising eighteen (18) pages constitute the Bylaws of said Corporation, as duly adopted by the Board of Directors thereof on the 27th day of September 27, 2013.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 27th day of September, 2013.



Chris Crowell
Secretary