

95355-a

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

BIO LEAD-LOK B, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of BIO LEAD-LOK B, INC. duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

May 22, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By

Lois J. Clark

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
BIO LEAD-LOK B, INC.

MAY 22 12 09 PM '92
SECRETARY OF STATE

Articles of Amendment to the Articles of Incorporation of BIO LEAD-LOK B, INC. are herein executed by said Corporation pursuant to the provisions of Section 30-1-59, et seq., of the Idaho Business Corporation Act, as follows:

1. The name of the Corporation is BIO LEAD-LOK B, INC.
2. The amendment to the Articles of Incorporation of said Corporation is as follows:

ARTICLE VI shall be amended to read as follows:

ARTICLE VI.

1. The aggregate number of shares which this Corporation shall have authority to issue is Seven Hundred Fifty-seven Thousand Five Hundred Seventy-six (757,576) shares, consisting of two (2) classes as follows:

CLASS A SHARES: Five Hundred Seven Thousand Five Hundred Seventy-six (507,576) shares with a par value of \$.01 per share

CLASS B SHARES: Two Hundred Fifty Thousand (250,000) shares with a par value of \$.01 per share

Each share of the Class B shall be entitled to a dividend equal to .00004% of the annual gross revenue from the sale of electrodes and gels by the Corporation ("Gross Sales Dividend"). The Gross Sales Dividend shall be cumulative from the date of issuance. The Gross Sales Dividend shall be computed as of March 31, June 30, September 30 and December 31 of each year and shall be paid on or before the end of the month following the month of computation. Provided,

however, in the event the Corporation does not produce 3.1 million electrodes during the first 12 months following the commencement of production of the electrodes, or in the event the Corporation experiences unusual financial hardship during that twelve (12) month period, the Gross Sales Dividend shall not cumulate until the end of the twelve (12) month period. The Gross Sales Dividend shall be declared and funds therefor set aside or paid before any dividend shall be declared or funds therefor set aside for the Class A Shares.

The Gross Sales Dividend shall not cumulate, but shall be postponed, during times of force majeure. Force majeure shall include, without limitation, fires, floods, strikes, labor disputes, action or inaction of governmental authority, acts of God and act of the public enemy.

If a dividend is paid on the Class A Shares, each share of the Class B shall also be paid a dividend in an amount equal to the difference between the per share dividend amount declared on the Class A Shares and the per share amount received that year as the Gross Sales Dividend. If the sum is negative, the Class B Shares shall not be entitled to participate in the dividend paid to the Class A Shares.

The Class A and Class B Shares shall have full voting rights, each share to entitle the holder thereof to one vote.

In the event of any liquidation or dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Class B Shares shall be entitled to be paid, before any of the assets of the Corporation shall be distributed among or paid over to the holders of Class A Shares, an amount equal to any accumulated dividends accrued and unpaid on the Class B Shares. After the holders of the Class B Shares shall have received the accrued dividends, any remaining assets and surplus funds of the Corporation shall be distributed among and paid over to the holders of both the Class A Shares and the Class B Shares, without distinction, according to their respective

2. This Corporation shall have the right to purchase its own shares from the unreserved and unrestricted capital surplus available, as well as from the unreserved and unrestricted earned surplus available.

4. The amendment does not provide for the exchange, reclassification, or cancellation of issued shares.

5. The amendment does not effect a change in the amount of stated capital of the Corporation.

BIO LEAD-LOK B, INC.

By Jody K. Hamilton
JODY K. HAMILTON, Incorporator

STATE OF WASHINGTON)
County of Spokane) ss

JODY K. HAMILTON, being first duly sworn on oath, deposes and says:

That I am the incorporator of BIO LEAD-LOK B, INC.; that I have read the within and foregoing Articles of Amendment to Articles of Incorporation; know the contents thereof, and believe the same to be true.

Jody K. Hamilton
JODY K. HAMILTON

SUBSCRIBED AND SWORN TO before me this 10th day of July, 1991.

Jaqueline M. Smith
Notary Public in and for the State
of Washington, residing at Spokane
My Commission Expires 8-24-94