



Department of State.

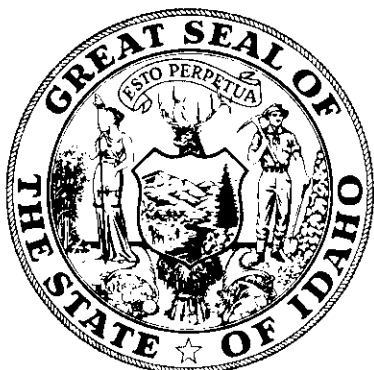
**CERTIFICATE OF AUTHORITY
OF**

UHI CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **UHI CORPORATION** for a Certificate of Authority to transact business in this State, 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 Authority to **UHI CORPORATION** to transact business in this State under the name **UHI CORPORATION** and attach hereto a duplicate original of the Application for such Certificate.

Dated **October 7, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is UHI CORPORATION
2. *The name which it shall use in Idaho is UHI CORPORATION
3. It is incorporated under the laws of California
4. The date of its incorporation is July 18, 1977 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 2464 Mariondale Ave., Los Angeles, CA 90032
6. The address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., One Capital Center, 999 Main Street, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Sale and/or lease of hospital equipment

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
WALLACE WEIL	PRESIDENT	2464 Mariondale Ave., Los Angeles.
TRACY KATAYAMA	TREASURER	SAME CA 90032
HERBERT N. WOLFE	SECRETARY	SAME
RUSSELL KASPER	V.P.	SAME

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
10,000	COMMON	no par
10,000	PREFERRED	no par

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>20</u>	<u>COMMON</u>	<u>NO PAR</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated AUGUST 26TH, 19 83.

UHI CORPORATION

By

WALLACE WEIL

Its President

and

HERBERT N. WOLFE

Its Secretary

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss:

I, BERT Z. KAPLAN, a notary public, do hereby certify that on this 26TH day of AUGUST, 19 83, personally appeared before me WALLACE WEIL, who being by me first duly sworn, declared that he is the PRESIDENT of UHI CORPORATION.

STATE OF CALIFORNIA

County of LOS ANGELES

SS.

On AUGUST 26, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared HERBERT N. WOLFE, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed the within instrument as the President, and HERBERT N. WOLFE personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed the within instrument as the Secretary of the Corporation that executed the within instrument and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

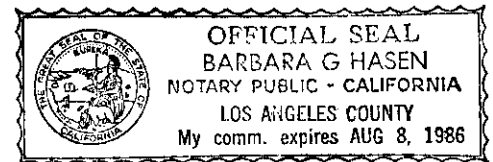
WITNESS my hand and official seal.

Barbara G. Hasen
Notary's Signature

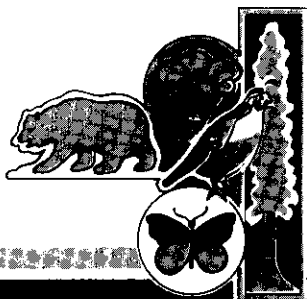
52-0692 (Rev. 8-82)

BARBARA G. HASEN

(CORPORATION ACKNOWLEDGMENT)



(Notary's Seal)



State of California

OFFICE OF THE SECRETARY OF STATE

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OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

SEP 28 1983



March Fong Eu

Secretary of State

821552

FILED

in the Office of the Secretary of State
of the State of California

JULY 19, 1977

JOSEPH P. T. LORRY, Esq.

Joseph P. T. Lorry
Deputy Secretary of State

ARTICLES OF INCORPORATION

OF

UNI CORPORATION

ONE: The name of this corporation is UNI CORPORATION.

TWO: 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 practices of a profession permitted to be incorporated by the California Corporations Code.

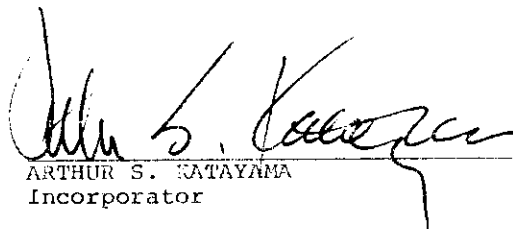
THREE: The name and address of this corporation's initial agent for service of process is: ARTHUR S. KATAYAMA, 1040 MacArthur Boulevard, Suite 320, Newport Beach, California 92660.

FOUR: This corporation is authorized to issue only one class of shares of stock; the total number of shares which this corporation shall have authority to issue is Ten Thousand (10,000).

FIVE: The Board of Directors of the corporation shall be permitted to take any action authorized by Division 1 of the Corporations Code without a meeting, provided all members of the Board consent in writing to such action and such consent or consents are filed with the minutes of the

proceedings of the Board. Any action of the Board taken pursuant to such written consent or consents shall have the same force and effect as a unanimous vote of the directors.

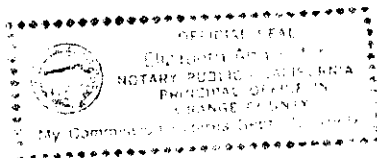
IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of California, the undersigned, constituting the incorporator of this corporation, has executed these Articles of Incorporation on this 7th day of July, 1977.


ARTHUR S. KATAYAMA
Incorporator

STATE OF CALIFORNIA)
) ss.
COUNTY OF ORANGE)

On this 7th day of July, 1977, before me, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared ARTHUR S. KATAYAMA, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

WITNESS my hand and official seal.



Frederick H. ...

Notary Public in and for
said county and state

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CERTIFICATE OF AMENDMENT OF ARTICLES OF
INCORPORATION
OF

UHI CORPORATION
A California corporation

FILED

In the office of the Secretary of State
of the State of California

JUN 13 1978

MARTIN L. ELL, Secretary of State.

Deputy

The undersigned do hereby certify that they are
the President and Secretary of UHI CORPORATION, a California
corporation.

The undersigned further certify as follows:

(1) That pursuant to ARTICLE FIVE of the Articles
of Incorporation of this corporation, which authorized the Directors
to adopt resolutions amending the Articles of Incorporation by
unanimous written consent without a meeting, adopted a resolution
amending the Articles as follows:

"RESOLVED, that Article FOUR of the
Articles of Incorporation of this
corporation be amended to read as
follows:

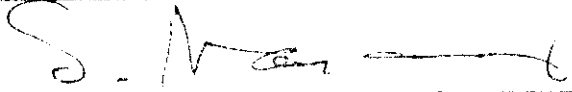
"FOUR: This corporation is authorized
to issue two classes of shares of stock,
to be designated respectively, common
and preferred. The number of common
shares authorized is Ten Thousand
(10,000) without par value. The
number of preferred shares authorized
is Ten Thousand (10,000) without par
value. Upon the effective date hereof,
each outstanding share of stock is
immediately reclassified and reconstituted
as one share of Common Stock without par
value. The Board of Directors may deter-
mine or alter the rights, preferences,
privileges, and restrictions granted to
or imposed on any wholly unissued class
of preferred shares."


(2) That the amendment set forth in the foregoing
Directors' resolution was adopted by written consent of the

Shareholders. The wording of the amended Article, as set forth in the Shareholders' written consent, is the same as that set forth in the above Directors' resolution.

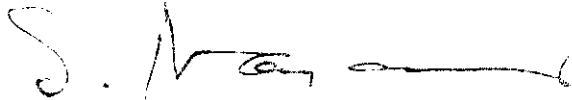
(3) That the total number of shares represented by written consent is Twenty (20), which is the total number of shares entitled to vote on or consent to the amendment.

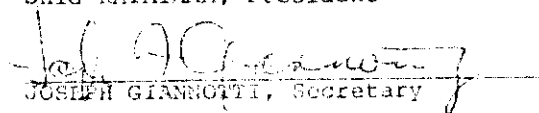
Dated: May 23, 1978


SHIG KATAYAMA, President


JOSEPH GIANNOTTI, Secretary

The undersigned declare under penalty of perjury that matters set forth in the foregoing Certificate are true and correct. Executed this 23rd day of May, 1978, at Los Angeles, California.


SHIG KATAYAMA, President


JOSEPH GIANNOTTI, Secretary

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FILED

In the Office of the Secretary of State
of the State of California

OCT 16 1978

MARCH FONG FU, Secretary of State

Deputy

CERTIFICATE OF DETERMINATION

OF
UHI CORPORATION
A California corporation

The undersigned, SHIG KATAYAMA and JOSEPH GIANNOTTI,
certify that:

1. They are the President and the Secretary, respectively, of UHI CORPORATION, a California corporation.
2. Pursuant to Article FIVE of the Articles of Incorporation of this corporation, which authorized the Directors to adopt resolutions by unanimous written consent without a meeting, the Board of Directors of this corporation adopted the following resolution:

"WHEREAS, Article FOUR of the Articles of Incorporation of this corporation authorizes a class of shares designated preferred shares, consisting of Ten Thousand (10,000) shares without par value; and

"WHEREAS, Article FOUR of said Articles of Incorporation authorizes issuance of the preferred shares and authorizes the Board of Directors to determine or alter the rights, preferences, privileges, and restrictions granted to or imposed on any wholly unissued class of preferred shares; and

"WHEREAS, the corporation has not heretofore issued any of the preferred shares authorized, and it is now the desire of the Board of Directors, pursuant to the authority vested in it by the Articles of Incorporation as hereinabove set forth, to fix and determine the rights, preferences, privileges, and restrictions of the said preferred shares;

"NOW THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby provide for the issue of the preferred shares of the corporation and does hereby fix and determine the rights, preferences, privileges, and restrictions of, and other matters relating to, said shares as follows:

(a) On any voluntary or involuntary liquidation of the corporation, the holders of the preferred shares shall receive the sum of One Hundred (\$100) Dollars per share, plus any dividends declared and unpaid thereon, and no more, before any amount shall be paid to the holders of the common shares. Should the assets of the corporation be insufficient to permit payment to the preferred shareholders of their full preferential amounts as herein provided, then such assets shall be distributed ratably among the outstanding preferred shares. Subject to such preferential rights, the holders of the common shares shall receive, ratably, all remaining assets of the corporation. A merger of the corporation with or into any other corporation, or a sale of all or substantially all of the assets of the corporation, shall not be deemed a liquidation, dissolution, or winding up of the corporation within the meaning of this paragraph (a).

(b) Except as otherwise provided in these Articles of Incorporation, or by law, the holders of the common shares shall have the exclusive voting rights and power of the corporation, including the exclusive right to notice of shareholders' meetings.

(c) So long as any preferred shares are issued and outstanding, the corporation shall not, without first obtaining the affirmative vote or written consent of not less than two-thirds (2/3) of such outstanding preferred shares:

(1) Alter or change any of the rights, preferences, privileges, or restrictions herein provided for so as to affect the preferred shares adversely;

(2) Increase the authorized number of preferred shares; or

(3) Create any other class of preferred shares; or

(4) Reclassify any common shares to give them a preference or priority as to dividends or assets superior to or on a parity with the preferred shares; or

(5) Purchase or redeem any common shares; or

(6) Sell or otherwise dispose of all or substantially all of the property, assets, or business of the corporation; or

(7) Merge with any other corporation, except a wholly owned subsidiary corporation with the requisite shareholder approval, unless each holder of preferred shares immediately prior to such merger shall retain or receive the same number of shares of the surviving corporation, and such shares so received are entitled to the same rights, preferences, powers, and privileges, and the benefit of the same restrictions; or

(8) lend the credit of the corporation to answer for the debts of any other person, firm, or corporation, except a wholly owned subsidiary corporation.

RESOLVED FURTHER, that the President and Secretary of this corporation be and hereby are authorized and directed to prepare, execute, verify, and file in the office of the California Secretary of State a Certificate of Determination in accordance with this resolution and as required by law.

4. The authorized number of preferred shares of
the corporation is Ten Thousand (10,000) without par value.
None of the preferred shares has been issued.

Dated: Oct 6, 1978



SHIG KATAYAMA, President


JOSEPH GIANNOTTI, Secretary

Declaration Under Penalty of Perjury

We, the undersigned, SHIG KATAYAMA and JOSEPH
GIANNOTTI, are, and at all times mentioned in the within cer-
tificate were, the President and the Secretary, respectively,
of THE CORPORATION, the California corporation therein mentioned.
We have read the foregoing certificate of determination and
know the contents thereof. The matters set forth therein are
true of our own knowledge and the signatures subscribed thereto
are our genuine signatures.

We, and each of us, declare under penalty of perjury
that the foregoing is true and correct and that this declar-
ation was executed on Oct 6, 1978, in the City of
Los Angeles, County of Los Angeles, State of California.


SHIG KATAYAMA, President


JOSEPH GIANNOTTI, Secretary