State of Idaho

Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that **SCHERER COMPANY** a corporation duly organized and existing under the laws of **California** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **fourteenth** day of **December** 19**70**, a properly authenticated copy of its articles of incorporation, and on the **fourteenth** day of **December** 19**70**, a designation of **T.H. Eberle or R. B. Kading or J.R. Gillespie III** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **14th** day of **December**, A.D., 19**70**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

STATE OF CALIFORNIA

DEPARTMENT OF STATE

(PHOTOCOPY CERTIFICATION)

IT IS HEREBY CERTIFIED:

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

DATED: NOV 25 19[illegible]

Secretary of State

By Ralph R. Martin
Deputy Secretary of State

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ARTICLES OF INCORPORATION

OF

BRUCO SURGICAL SUPPLY

FILED
in the office of the Secretary of State
of the State of California

DEC 3 1965
FRANK M. JORDAN, Secretary of State
By
Deputy

First: The name of this corporation is:

BRUCO SURGICAL SUPPLY.

Second: The county in the State of California where the principal office for the transaction of the business of this corporation is to be located is Los Angeles County.

Third: The purposes for which this corporation is formed are:

Restriction of right to amend articles
No
Yes

(a) Primarily and initially to engage in the business of buying and selling, distributing and trading in hospital and surgical supplies and equipment.

(b) To purchase, acquire, own, hold, use, lease (either as lessor or lessee), grant, sell, exchange, subdivide, mortgage, convey in trust, manage, improve, construct, operate and generally deal in any and all real estate, improved or unimproved, stores, office buildings, dwelling houses, apartment houses, hotels, manufacturing plants and other buildings, and any and all other property of every kind or description, real, personal and mixed, and wheresoever situated, either in California, other states of the United States, the District of Columbia, territories and colonies of the United States, or foreign countries.

(c) To manufacture, fabricate, assemble, to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease and otherwise dispose of, and to invest, trade, deal in and deal with goods, wares [illegible] supplies and all other personal property of every kind and description.

(d) To acquire, by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association or corporation; and to acquire any property or business as a going concern or otherwise (i) by purchase of the assets thereof wholly or in part, (ii) by acquisition of the shares or any part thereof, or (iii) in any other manner, and to pay for the same in cash or in shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole or any part of the goodwill, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

(e) To take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of and otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, and governmental, state territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties.

(f) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

(g) To become a partner (either general or limited or both) and to enter into agreements of partnership, with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business.

(h) From time to time to apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right, privilege, prerogative or power conferred by, acquired under or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right or privilege which any government or authority or governmental agency or corporation or other public body may be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect and to appropriate any of this corporation's shares, bonds and or assets to defray the costs, charges and expenses thereof.

(i) To subscribe or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, goodwill, rights, assets and property of any and every kind, or any part thereof, of any other corporation or corporations, association or associations, firm or firms, or person or persons, together with shares, rights, units or interest in, or in respect of, any trust estate, now or hereafter existing, and whether created by the laws of the State of California or of any other state, territory or country; and to operate, manage and control such properties, or any of them, either in the name of such other corporation or corporations or in the name of this corporation, and while the owner of any of said shares of capital stock, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with the power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

(j) To promote or to aid in any manner, financially or otherwise, any person, firm, corporation or association of which any shares of stock, bonds, notes, debentures or other securities or evidences of indebtedness are held indirectly or directly by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

(k) [illegible] the business purposes of a [illegible] general [illegible] bank or trust company.

(l) [illegible] bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures or other evidences of its indebtedness or obligations; to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of California as the same are now in force or may be hereafter amended.

(m) To purchase, acquire, take, hold, own, use and enjoy, and to sell, lease, transfer, pledge, mortgage, convey, grant, assign or otherwise dispose of, and generally to invest, trade, deal in and with oil royalties, mineral rights of all kinds, mineral bearing lands and hydrocarbon products of all kinds, oil, gas and mineral leases, and all rights and interests therein, and in general products of the earth and deposits, both subsoil and surface, of every nature and description.

(n) To carry on any business whatsoever, either as principal or as agent or both or as a partnership, which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of [illegible] conduct its business in this State, in other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries.

(c) To have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

Fourth: This corporation is authorized to issue only one class of shares of stock; the total number of shares which this corporation is authorized to issue is 250; all such shares of stock are to have a par value of $1,000.00 each; and the aggregate par value of all shares having a par value which this corporation is authorized to issue shall be $250,000.00.

Fifth: (a) The number of directors of this corporation shall be three.

(b) The names and addresses of the persons who are appointed to act as the first directors of this corporation are:

Name	Address
G. Richard Doty	[illegible] South Flower Street Los Angeles 17, California
Kenneth E. Owen	[illegible] South Flower Street Los Angeles 17, California
Thomas R. [illegible]	[illegible] South Flower Street Los Angeles 17, California

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the first directors of this corporation, have executed these Articles of Incorporation this 7th day of December, 19[illegible].

G. Richard Doty
(G. Richard Doty)

Kenneth E. Owen
(Kenneth E. Owen)

Thomas R. [illegible]
(Thomas R. [illegible])

STATE OF [illegible])
) ss.
COUNTY OF [illegible])

On the [illegible] day of December, 19[illegible], before me, [illegible], a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared [illegible] G. RICHARD DOTY, [illegible], and THOMAS R. [illegible]AMIA, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

Notary Public in and for the County of Los Angeles, State of California.
BARBARA REED

(NOTARIAL SEAL) My Commission Expires April [illegible], 19[illegible].

BARBARA [illegible]
NOTARY [illegible]
[illegible]

[illegible] R. L. SCHERER COMPANY. [illegible]175

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

[illegible]

[illegible], Secretary of State

By [illegible] Deputy

[illegible] ARTICLES

[illegible]

A[illegible]

R. L. S[illegible] [illegible] hereby certify [illegible]:

[illegible] president [illegible] secretary, [illegible] [illegible], of [illegible] S[illegible] Supply, a California corporation [illegible] [illegible] [illegible] of directors of said corporation [illegible] Written Consent of directors of [illegible] S[illegible] Supply to Adoption of Resolution pursuant to Section 814.[illegible] of the California Corporations Code and Section 11.7 of the by-laws of said corporation on January [illegible], 1966, adopted the following resolution:

"RESOLVED: That Article First of the Articles of Incorporation of this corporation be amended to read as follows: 'The name of this corporation is: R. L. Scherer Company.'"

[illegible] [illegible] number of shares which have consented in writing [illegible] adoption of said amendment is [illegible], being all the shares of said corporation issued and outstanding, and the form of written [illegible] [illegible] follows:

"[illegible] [illegible], the [illegible] of [illegible] shareholder of said corporation [illegible] all the issued and outstanding shares of said corporation, [illegible]

[illegible] Art[illegible]

[illegible]

Each of the fore[illegible] certifies under penalty of [illegible] set forth in the fore[illegible] certi- [illegible] of his own knowled[illegible].

[illegible], California, on January 3, 1[illegible]66.

F. V. S[illegible]

[illegible]

Na. chg. to SCHERER COMPANY.

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

FEB 8 1967
FRANK M. JORDAN, Secretary of State
By [signature]
Deputy

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

Dan Robinson and A. Kirkham Smith certify that:

1. They are the president and secretary, respectively, of R. L. Scherer Company, a California corporation;

2. That the board of directors of said corporation by Written Consent of Directors of R. L. Scherer Company to Adoption of Resolution pursuant to Section 814.5 of the California Corporations Code and Section 11.7 of the by-laws of said corporation on February 2, 1967, adopted the following resolution:

> "RESOLVED: That Article First of the Articles of Incorporation of this corporation be amended to read as follows: 'The name of this corporation is: Scherer Company.'"

3. The number of shares which have consented in writing to the adoption of said amendment is 250, being all the shares of said corporation issued and outstanding, and the form of written consent is as follows:

> "Brunswig Drug Company, the undersigned shareholder of said corporation owning all the issued and outstanding shares of said corporation, does hereby approve and consent to

the amending of Articles First of the Articles of Incorporation of R. L. Scherer Company to read as follows:

'The name of this corporation is: Scherer Company.'"

DANIEL T. ROBINSON, President

A. KIRKHAM SMITH, Secretary

Each of the foregoing certifies under penalty of perjury that the matters set forth in the foregoing certificate are true and correct of his knowledge.

Executed at Vernon, California, on February 2, 1967.

DANIEL T. ROBINSON

A. KIRKHAM SMITH