

**ARTICLES OF INCORPORATION**  
**OF**  
**VEIN WAVE USA, INC.**

Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is Vein Wave USA, Inc.

**ARTICLE II**

**DURATION**

The existence of the company shall commence on the date of the filing of these Articles of Incorporation in the Office of the Judge of Probate of Shelby County, Alabama, and shall be dissolved upon the earlier to occur of (i) the written consent of all members to dissolve the Company; (ii) as provided in the in the Operating Agreement; or (iii) as may be required under the Alabama Business Corporation Act.

**ARTICLE III**

**PURPOSES**

The Corporation has been organized for the following purposes:

- a. To sell medical equipment and devices;
- b. To manufacture, purchase, acquire, hold, maintain, improve, construct, pledge, hypothecate, exchange, sell invest and deal in and otherwise dispose of, alone or in syndicate or otherwise in conjunction with others, commodities, merchandise and other personal property of every kind, character, and description whosoever and wheresoever situate, and any interest therein;
- c. To purchase, acquire, lease, own, sell, convey or mortgage and otherwise deal in real estate, property, tenements, and hereditaments, as well as any interest therein, and directly or through the ownership of stock in any corporation, to maintain and improve the same by erecting, constructing, rebuilding, repairing, equipping, any and all kinds of buildings and other structures and

erections, and to install therein such furniture and appliances which at any time may be necessary to the conduct thereof;

- d. To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States of America or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Company;
- e. To acquire by purchase, subscription, contract, underwriting or otherwise, to hold for investment or otherwise, to pledge, hypothecate, exchange, sell, deal in and with and dispose of or to turn to account or to realize upon, alone or in syndicate or otherwise in conjunction with others, stocks, securities and investments of every kind and description, including, but not by way of limitation, shares, stocks, scrip, notes, bonds, debentures, rights, participating certificates, certificates of interest, mortgages, acceptances, commercial paper and chooses in action, evidence of indebtedness and other obligations of every kind and description (all of which is hereinafter sometimes called "securities") of any private, public or quasi-public or quasi-public corporation, association, partnership, common law trust, syndicate, firm or individual or of any combinations, organizations or entities whatsoever, irrespective of their form or the names by which they may be described, and, while the owner or holder of any such securities, to exercise all the rights, powers and privileges of ownership in respect thereto; and, to the extent now or hereafter permitted by law, to aid by loan, guarantee or otherwise those issuing, crating or responsible for any such securities;
- f. To borrow and lend money and to give or take security therefore by way of mortgage, pledge, transfer or assignment or real or personal property, of every nature and description;
- g. To enter into, make and perform contracts of every kind for any lawful purpose without as to amount with any person, firm, association or corporation, town, city, county, state, territory, government or government subdivision;
- h. To draw, make, accept, endorse, discount, execute and to issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments;
- i. To have one or more offices to carry on all or nay of its operations and business and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, pledge, sell, assign and transfer, convey or otherwise dispose of, invest, trade, deal in and deal with goods, wares and merchandise, and real and personal property of every class and description in any of the state, districts, territories or colonies of the United States, and in any



and all foreign countries, subject to the laws of such state, district, territory, colony and country;

- j. To enter into any plan or project for the assistance and welfare of its employees;
- k. To enter into legal arrangements for sharing of profits, union of interests, reciprocal concessions or cooperation with any person, partnership, corporation, association, combination, organization, entity or body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this Company is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carry out any of the objects of this Company;
- l. To assume, guarantee or become surety for the payment and performance of any and all debts and obligations of another or others, and to guarantee the payment of dividends upon any security or securities;
- m. To operate farms and woodlands, to acquire real estate, crop allotments, livestock, poultry, machinery, equipment, materials, and any other items or production in connection therewith, to clear, cut timber, drain, ditch, make roads, fence and plant part or all of such real estate, to improve, sell, auction or exchange crops, timber or other products thereof, and in general exercise all powers necessary to desirable in such operation of farms and woodlands;
- n. To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or incidental to the protection and benefit of the Company, and in general, to carry on any lawful business necessary or incidental to the protection and benefit of the Company, and in general, to carry on any lawful business necessary or incidental to the attainment of the purposes of the Company, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise; and
- o. To engage in any or all lawful business for corporations may be formed under the Alabama Business Corporation Act and the laws of Alabama, as the same now exist or hereafter be amended.

The foregoing clauses shall be construed as purposes for which the Company is organized, in addition to those powers specifically conferred upon the Company by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the Company otherwise granted by law.

## **ARTICLE IV**

### **AUTHORIZED CAPITAL STOCK**

The aggregate number of shares which the corporation shall have authority to issue is 100 shares with the par value of Ten Dollars (\$10.00) per share.

## **ARTICLE V**

### **OFFICE & REGISTERED AGENT**

The location and mailing address of the initial registered office of the corporation shall be 4057 Somerset Ridge, Birmingham, Alabama 35242, and its registered agent at such address shall be Howard Funkhauser. Such registered agent accepts the appointment as well as the duties that accompany such appointment.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

The names and addresses of the persons who are to serve as the initial Board of Directors are:

Howard Funkhauser  
4057 Somerset Ridge  
Birmingham, Al 35242

## **ARTICLE VII**

### **INCORPORATORS**

The name and address of each incorporator are:

Howard Funkhauser  
4057 Somerset Ridge  
Birmingham, Al 35242

## **ARTICLE VIII**

### **RESTRICTIONS OF TRANSFER OF STOCK**

Each share of the capital stock shall be subject to a condition that the transfer of such stock is restricted in that such stock may not be sold to any person or organization which is not currently a stockholder in the corporation without first tendering the shares



to the corporation by notice addressed to the Board of Directors, and then in turn to the other stockholders of the corporation in proportion to their then existing share ownership interests (after disregarding the shares being offered for sale) at the same price and on the same terms as offered to the proposed purchaser. A copy of the offer to purchase or to sell must be sent to the Board of Directors with the notice.

Each certificate representing shares of the capital stock shall bear a legend stating in substance that the capital stock is subject to this Restriction on Transfer.

The corporation shall not be obligated to transfer on its books or to recognize for voting or any other purpose any stock sale not conforming to this Article.

## ARTICLE VI

### PROVISIONS

Any provision, not inconsistent with the law, for the regulation of the internal affairs of the Corporation may be added.

IN WITNESS THEREOF, the undersigned members have executed these Articles of Incorporation, on this, the 1 day of Sept, 2009.



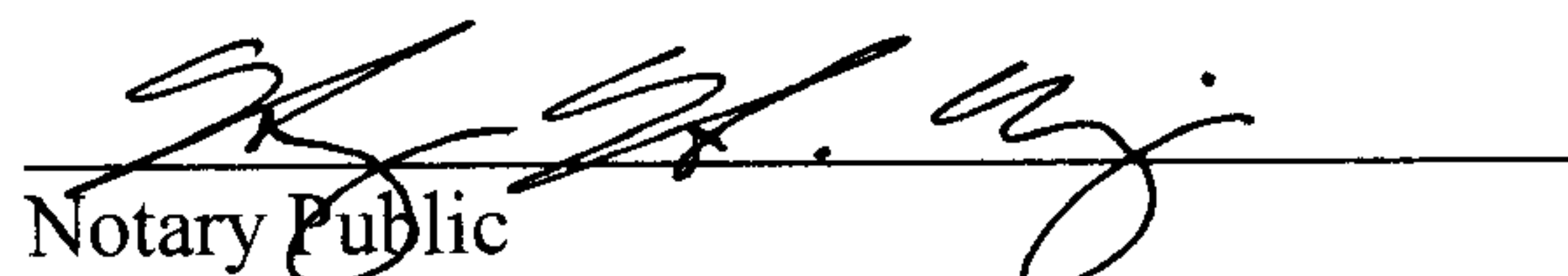
Howard Funkhauser, Incorporator

STATE OF ALABAMA )  
COUNTY OF ~~SHELBY~~ )  
*Tuscaloosa*

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Howard Funkhauser, whose name is signed to the foregoing instrument, and who is known to me or who were made known to me, acknowledged before me on this day that, being informed of the contents of said instrument, they with full authority, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 18<sup>th</sup> day of September, 2009.

(Notary Seal)



Notary Public  
My Commission Expires: MY COMMISSION EXPIRES JANUARY 18, 2011

Beth Chapman  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

**VEIN WAVE USA, INC.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Howard Funkhauser, 4057 Somerset Ridge, Birmingham, AL 35242 for a period of one hundred twenty days beginning February 11, 2010 and expiring June 12, 2010.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 11, 2010

Date

*Beth Chapman* TM  
Beth Chapman Secretary of State