

# Delaware

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## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "INTELLIGENT MEDICAL DEVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-THIRD DAY OF OCTOBER, A.D. 2000, AT 6:20 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "GENEVENTION LLC" TO "INTELLIGENT MEDICAL DEVICES LLC", FILED THE THIRD DAY OF APRIL, A.D. 2003, AT 2:05 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "INTELLIGENT MEDICAL DEVICES LLC" TO "INTELLIGENT MEDICAL DEVICES, INC.", FILED THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2004, AT 3:32 O'CLOCK P.M.

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2004, AT 3:32 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE THIRD DAY OF NOVEMBER, A.D. 2004, AT 10:52 O'CLOCK A.M.

CERTIFICATE OF CORRECTION, FILED THE FIFTEENTH DAY OF DECEMBER, A.D. 2004, AT 1:43 O'CLOCK P.M.



3306030 8100H

100145315

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7813741

DATE: 02-16-10

EFTA01092064

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CERTIFICATE OF DESIGNATION, FILED THE TENTH DAY OF MAY, A.D.  
2005, AT 11:01 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FIFTH DAY OF JULY, A.D.  
2006, AT 4:56 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE FIFTH DAY OF JULY,  
A.D. 2006, AT 4:57 O'CLOCK P.M.

CERTIFICATE OF RENEWAL, FILED THE FIFTEENTH DAY OF APRIL,  
A.D. 2008, AT 8 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SIXTEENTH DAY OF APRIL,  
A.D. 2009, AT 11:56 O'CLOCK A.M.

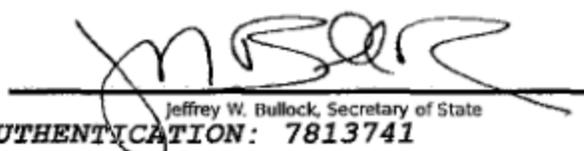
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID CORPORATION, "INTELLIGENT MEDICAL DEVICES, INC.".

3306030 8100H

100145315

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7813741

DATE: 02-16-10

EFTA01092065

CERTIFICATE OF CONVERSION  
OF  
INTELLIGENT MEDICAL DEVICES LLC  
INTO  
INTELLIGENT MEDICAL DEVICES, INC.

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Pursuant to Sections 103 and 265 of the General  
Corporation Law of the State of Delaware and Section 18-216 of the Delaware  
Limited Liability Company Act

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Intelligent Medical Devices LLC, a Delaware limited liability com-  
pany (the "Company"), does hereby certify to the following facts relating to the  
conversion of the Company into a Delaware corporation (the "Conversion"):

FIRST: The Company was first formed on the 23<sup>rd</sup> day of October,  
2000.

SECOND: The name of the Company immediately prior to the filing  
of this certificate of conversion is Intelligent Medical Devices LLC.

THIRD: The name of the corporation into which the Company shall  
be converted, as set forth in its certificate of incorporation, is Intelligent Medical  
Devices, Inc.

FOURTH: The Company is a limited liability company.

FIFTH: As of the effective time of the Conversion, by virtue of the Conversion and without any further action on the part of the holders of any ownership interests of Intelligent Medical Devices LLC, each issued and outstanding Common Unit shall be converted into one share of common stock, par value \$0.001 of Intelligent Medical Devices, Inc. (the "Common Stock"), each Series A Preferred Unit shall be converted into one share of Series A Preferred stock, par value \$0.001 of Intelligent Medical Devices, Inc. (the "Series A Stock"), and each Series B Preferred Unit shall be converted into one share of Series B Preferred stock, par value \$0.001 of Intelligent Medical Devices, Inc. (the "Series B Stock"). From and after the effective time of the Conversion, all such converted Common Units, Series A Preferred Units and Series B Preferred Units shall no longer be outstanding and shall be deemed to be cancelled and retired and shall cease to exist, and each holder of a Common Unit, Series A Preferred Unit and Series B Preferred Unit shall cease to have any rights with respect to such Common Unit, Series A Preferred Unit and Series B Preferred Unit except the right to receive shares of Common Stock, Series A Stock and Series B Stock of Intelligent Medical Devices, Inc. as detailed above.

As soon as reasonably practicable after the effective time of the Conversion, Intelligent Medical Devices, Inc. shall mail to each holder of record of a notice stating the number of shares of Common Stock, Series A Stock and Series B Stock of Intelligent Medical Devices, Inc. issued in exchange for each Common Unit, Series A Preferred Unit and Series B Preferred Unit formerly held of record by such holder and one or more certificates representing such shares.

IN WITNESS WHEREOF, the Company has caused this certificate of conversion to be executed in its company name this 29<sup>th</sup> day of October, 2004.

Intelligent Medical Devices LLC

By: /s/ Alice Jacobs  
Name: Alice Jacobs  
Title: Chief Executive Officer