

MAY 22 2015

FILE NO. F2008060-3

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**APPLICATION FOR AUTHORITY  
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN ARIZONA**  
*Read the Instructions C018i*

**1. ENTITY TYPE** – check only one to indicate the type of entity applying for authority:

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> FOR-PROFIT CORPORATION | <input type="checkbox"/> INSURER   |
| <input type="checkbox"/> NONPROFIT CORPORATION             | <input type="checkbox"/> SAVINGS AND LOAN ASSOCIATION                                  |
| <input type="checkbox"/> PROFESSIONAL CORPORATION          | <input type="checkbox"/> CREDIT UNION  |
| <input type="checkbox"/> CLOSE CORPORATION                 | <input type="checkbox"/> TRUST COMPANY   |
| <input type="checkbox"/> BUSINESS TRUST                    | <input type="checkbox"/> COOPERATIVE MARKETING ASSOCIATION                             |
| <input type="checkbox"/> BUSINESS DEVELOPMENT CORP.        | <input type="checkbox"/> ELECTRIC COOPERATIVE NON-PROFIT MEMBERSHIP ASSOC.             |
| <input type="checkbox"/> CORPORATION SOLE                  | <input type="checkbox"/> NONPROFIT ELEC. GENERATION AND TRANSMISSION COOPERATIVE CORP. |

**2. NAME IN STATE OR COUNTRY OF INCORPORATION (FOREIGN NAME)** – enter the exact, true name of the foreign corporation:

Biotronik, Inc.

**3. NAME TO BE USED IN ARIZONA (ENTITY NAME)** – *see Instructions C018i* – identify the name the foreign corporation will use in Arizona by checking 3.1, 3.2, or 3.3 (check only one), and follow instructions

**3.1** ☒ Name in state or country of incorporation, with no changes –  
Go to number 4.

**3.2** ☐ Name in state or country of incorporation, with a corporate identifier added to it –  
Enter the name in number 3.4 below.

**3.3** ☐ Fictitious name (check this only if the foreign corporation's name in its state or country of incorporation is not available for use in Arizona) –  
Enter the name in number 3.4 below.

**3.4** If you checked 3.2 or 3.3, enter or print the name to be used in Arizona:

**4. FOREIGN DOMICILE** – list the state or country in which the foreign corporation is incorporated: Delaware

**5. DATE OF INCORPORATION IN FOREIGN DOMICILE:** 10/17/2014

**6. DURATION** – the duration or life period of the foreign corporation is presumed to be perpetual unless one of the boxes is checked below and the blanks are filled in:

- ☐ The corporation's life period will end after the expiration of \_\_\_\_\_ years (enter a number of years).  
☐ The corporation's life period will end on this date \_\_\_\_\_ (enter a date).  
☐ The corporation's life period will end upon the occurrence of this event:

\_\_\_\_\_ (describe an event).

**7. PURPOSE** – the foreign corporation's purpose is to engage in any or all lawful business or affairs in which corporations may engage in the state or country under whose law the foreign corporation is incorporated, subject to the following limitations, if any (leave this blank if there are no limitations on the corporation's purpose):

89451-R

- 8. CHARACTER OF BUSINESS** – briefly describe the character of business or affairs the foreign corporation initially intends to conduct in Arizona. NOTE that the character of business or affairs that the foreign corporation ultimately conducts is not limited by the description provided.

Sales of prescription prosthetic medical devices.

<b>9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS</b> – see <i>Instructions C018</i> – give the <b>physical or street address</b> (not a P. O. Box) of the foreign corporation required to be maintained in its state or country of incorporation, or, if not so required, of the foreign corporation's statutory agent in its state or country of incorporation:		<b>10. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:</b> Is the Arizona known place of business street address the same as the <b>street address</b> of the statutory agent? <input checked="" type="checkbox"/> Yes - go to number 11 and continue. <input type="checkbox"/> No - provide the Arizona physical or street address (not a P.O. Box) below:	
1679 S. Dupont Hwy. Suite 100		Attention (optional)	
Address 1		Address 1	
Address 2 (optional)	DE 19901	Address 2 (optional)	
City DOVER	State Zip	City	State Zip

<b>11. STATUTORY AGENT IN ARIZONA</b> – see <i>Instructions C018</i> :			
<b>11.1 REQUIRED</b> – give the <b>name</b> (can be an individual or an entity) and <b>physical or street address</b> (not a P.O. Box) in Arizona of the statutory agent:		<b>11.2 OPTIONAL</b> – mailing address in Arizona of statutory agent (can be a P.O. Box):	
Registered Agent Solutions, Inc.			
Statutory Agent Name (required)			
Attention (optional)		Attention (optional)	
300 W. Clarendon Ave.			
Address 1		Address 1	
Suite 230			
Address 2 (optional)	AZ 85013	Address 2 (optional)	
City Phoenix	State Zip	City	State Zip
<b>11.3 REQUIRED</b> – the Statutory Agent Acceptance form M002 must be submitted along with this Application For Authority.			

<b>12. DIRECTORS</b> – list the <b>name and business address</b> of each and every Director of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the Director Attachment form C082.			
Marlou Janssen		Olaf Dippel	
Director Name		Director Name	
6024 Jean Road		6024 Jean Road	
Address 1		Address 1	
Address 2 (optional)	OR 97035	Address 2 (optional)	OR 97035
Lake Oswego	State or Province Zip	Lake Oswego	State or Province Zip
City	Country UNITED STATES	City	Country UNITED STATES
Date taking office (optional):		Date taking office (optional):	

Director Name				Director Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province		Zip	City	State or Province		Zip
Country				Country			
Date taking office (optional):				Date taking office (optional):			
Director Name				Director Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province		Zip	City	State or Province		Zip
Country				Country			
Date taking office (optional):				Date taking office (optional):			
<b>13. OFFICERS</b> - list the <b>name and business address</b> of all principal Officers of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the <u>Officer Attachment</u> form C085.							
Olaf Dippel				Marlou Janssen			
Officer Name				Officer Name			
6024 Jean Road				6024 Jean Road			
Address 1				Address 1			
Address 2 (optional)		OR	97035	Address 2 (optional)		OR	97035
City	State or Province		Zip	City	State or Province		Zip
Country	UNITED STATES			Country	UNITED STATES		
Date taking office (optional):		Officer title:		Date taking office (optional):		Officer title:	
		Other				President	
Officer Name				Officer Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province		Zip	City	State or Province		Zip
Country				Country			
Date taking office (optional):		Officer title:		Date taking office (optional):		Officer title:	
Officer Name				Officer Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province		Zip	City	State or Province		Zip
Country				Country			
Date taking office (optional):		Officer title:		Date taking office (optional):		Officer title:	

14. **FOR-PROFITS ONLY – SHARES AUTHORIZED** – see *Instructions C018i* – list the class (common, preferred, etc.) and total number of shares the foreign corporation is AUTHORIZED to issue. This information must match the original Articles of Incorporation plus any amendments thereto. If more space is needed, check this box ☐ and complete and attach the *Shares Authorized Attachment* form C087.

Class: Common Series: \_\_\_\_\_ Total: 2000 Par Value: \$0.01

Class: \_\_\_\_\_ Series: \_\_\_\_\_ Total: \_\_\_\_\_ Par Value: \_\_\_\_\_

15. **FOR-PROFITS ONLY – SHARES ISSUED** – see *Instructions C018i* – list each class/series of authorized shares and give the total number and par value of shares of that class that have been ISSUED. If no shares of that class have been issued, put the number zero. If more space is needed, check this box ☐ and complete and attach the *Shares Issued Attachment* form C097.

Class: Common Series: \_\_\_\_\_ Total: 2,000 Par Value: \$0.01

Class: \_\_\_\_\_ Series: \_\_\_\_\_ Total: \_\_\_\_\_ Par Value: \_\_\_\_\_

16. **NONPROFITS ONLY – MEMBERS** – check one box only:

Does the foreign nonprofit corporation have members?

☐ Yes

☐ No

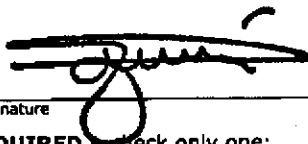
17. **PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL SERVICES** – if "professional corporation" is checked in number 1, briefly describe the type of professional services the corporation will render (examples: accounting, medical, law firm): \_\_\_\_\_

18. **PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL LICENSE:**

By the signature appearing on this document, the foreign professional corporation certifies under penalty of perjury that at least one-half of its shareholders who are entitled to vote for the election of directors, and at least one-half of its directors, and its president, are licensed in one or more states to render a professional service described in the foreign professional corporation's articles of incorporation.

**NOTE:** You must attach a statement from the licensing authority in Arizona for the profession showing that at least one of the professional corporation's shareholders or employees is licensed in Arizona to render that professional service. (See A.R.S. § 10-2245.)

**SIGNATURE:** By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.



☒ I ACCEPT

Marlou Janssen

5/8/15

Signature

Printed Name

Date

**REQUIRED** – check only one:

☐ I am the **Chairman of the Board of Directors** of the corporation filing this document.

☒ I am a duly-authorized **Officer** of the corporation filing this document.

☐ I am a duly authorized **bankruptcy trustee, receiver, or other court-appointed fiduciary** for the corporation filing this document.

Filing Fee: \$175.00 (regular processing)  
Expedited processing – add \$35.00 to filing fee.  
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission – Corporate Filings Section  
1300 W. Washington St., Phoenix, Arizona 85007  
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.  
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

## STATUTORY AGENT ACCEPTANCE

Please read Instructions M002i

1. **ENTITY NAME** – give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent:

Biotronik, Inc.

2. **A.C.C. FILE NUMBER** (if entity is already incorporated or registered in AZ):

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity):

Registered Agent Solutions, Inc.

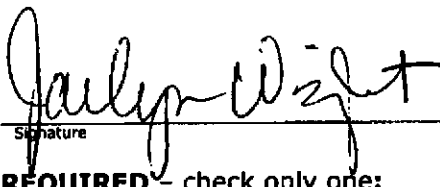
- 3.1 **Check one box:** ☐ The statutory agent is an **Individual** (natural person).  
☒ The statutory agent is an **Entity**.

### STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 3 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT



Jaclyn Wright, Assistant Secretary

5/20/2015

Signature

Printed Name

Date

**REQUIRED** – check only one:

☐ **Individual as statutory agent:** I am signing on behalf of myself as the individual

☒ **Entity as statutory agent:** I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing)  
Expedited processing – (available only if this form is submitted by itself) add \$35.00 to filing fee.  
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section  
1300 W. Washington St., Phoenix, Arizona 85007  
Fax: 602-542-4100

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**CERTIFICATE OF DISCLOSURE***Read the Instructions C003i***1. ENTITY NAME** – give the exact name of the corporation in Arizona:Biotronik, Inc.**2. A.C.C. FILE NUMBER** (if already incorporated or registered in AZ):Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>**3. Check only one of the following to indicate the type of Certificate:**

- ☒ Initial (accompanies formation or registration documents)
- ☐ Annual (credit unions and loan companies only)
- ☐ Supplemental to COD filed \_\_\_\_\_ (supplements a previously-filed Certificate of Disclosure)

**4. FELONY/JUDGMENT QUESTIONS :**

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

<b>4.1</b>	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>4.2</b>	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>4.3</b>	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>4.4</b>	If any of the answers to numbers 4.1, 4.2, or 4.3 are <b>YES</b> , you <b>MUST</b> complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

**5. BANKRUPTCY QUESTION:**

**5.1** Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in **any other corporation** (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation?

☐ Yes☒ No

**5.2** If the answer to number 5.1 is **YES**, you **MUST** complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.

**IMPORTANT:** If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a **SUPPLEMENTAL** Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

**SIGNATURE REQUIREMENTS:**

Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Marlou Janssen

Name

6024 Jean Road

Address 1

Address 2

Lake Oswego

OR

97035

City

UNITED STATES

State

Zip

Country

**SIGNATURE - see Instructions C003i:**

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Marlou Janssen

05/08/2015

Printed Name

Date

**REQUIRED - check only one:**

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☒ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Olaf Dippel

Name

6024 Jean Road

Address 1

Address 2

Lake Oswego

OR

97035

City

UNITED STATES

State

Zip

Country

**SIGNATURE - see Instructions C003i:**

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Olaf Dippel

05/11/15

Printed Name

Date

**REQUIRED - check only one:**

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☒ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None

All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section  
1300 W. Washington St., Phoenix, Arizona 85007  
Fax: 602-542-4100

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BIOTRONIK, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF MAY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BIOTRONIK, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF OCTOBER, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

5623857 8300

150700849



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: 2386669

DATE: 05-18-15



# Delaware

PAGE 1

*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 "BIOTRONIK, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF CONVERSION, FILED THE SEVENTEENTH DAY OF OCTOBER, A.D. 2014, AT 7:05 O'CLOCK P.M.

CERTIFICATE OF INCORPORATION, FILED THE SEVENTEENTH DAY OF OCTOBER, A.D. 2014, AT 7:05 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE THIRTIETH DAY OF APRIL, A.D. 2015, AT 5:05 O'CLOCK P.M.

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

5623857 8100H

150700849

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: 2386670

DATE: 05-18-15

## CERTIFICATE OF CONVERSION

### CONVERTING

**BIOTRONIK, INC.**  
(A Oregon Corporation)

### TO

**BIOTRONIK, INC.**  
(A Delaware Corporation)

This Certificate of Conversion is being filed for the purpose of converting Biotronik, Inc., an Oregon corporation (the "Converting Entity"), to a Delaware Corporation to be named "Biotronik, Inc." (the "Company") pursuant to Oregon Revised Statute §60.472 et seq. (the "ORS") and Section 265 of the General Corporation Law of the State of Delaware, 8 Del. C. §§ 101 et seq. (the "DGCL").

The undersigned, as an authorized officer of the Converting Entity and the Company, does hereby certify as follows:

1. Name and Entity Type. The name of the Converting Entity when incorporated, and the name of the Converting Entity immediately prior to the filing of this Certificate of Conversion, was "Biotronik, Inc." Immediately prior to the effectiveness of the filing of this Certificate of Conversion, the Converting Entity was an Oregon corporation.

2. Date and Jurisdiction of Incorporation of Converting Entity. The date on which, and the jurisdiction where, the Converting Entity was incorporated, which jurisdiction has not changed, are as follows:

<u>Date</u>	<u>Jurisdiction</u>
August 18, 1988	Oregon

3. Jurisdiction and Name of Continuing Corporation. The jurisdiction to which the corporation shall convert to is Delaware and the name under which the entity shall be known is Biotronik, Inc.

4. Approval of Conversion. The conversion of the Converting Entity to the Company has been approved in accordance with the provisions of Section 265 of the DGCL and the ORS §60.472 et seq.

5. Effective Time. This Certificate shall become effective upon filing with the Delaware Secretary of State.

IN WITNESS WHEREOF, the undersigned officer has duly executed this  
Certificate of Conversion as of October 17, 2014.

**BIOTRONIK, INC.**

By: 

Name: Jake Langer

Title: President

8607184.1

**CERTIFICATE OF INCORPORATION**  
**OF**  
**BIOTRONIK, INC.**

**FIRST:** The name of the corporation is Biotronik, Inc.

**SECOND:** The address of the corporation's registered office in the State of Delaware is 1201 North Market Street, 18<sup>th</sup> Floor, Post Office Box 1347, in the City of Wilmington, County of New Castle (19801). The name of the corporation's registered agent at such address is Delaware Corporation Organizers, Inc.

**THIRD:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

**FOURTH:** The total number of shares of stock which the corporation is authorized to issue is two thousand (2,000) shares of common stock, having a par value of one cent (\$0.01) per share.

**FIFTH:** The business and affairs of the corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation.

**SIXTH:** In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized to make, amend and repeal the bylaws.

**SEVENTH:** A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct

or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**EIGHTH:** The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner from time to time prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

**NINTH:** The name and mailing address of the incorporator is as follows:

Delaware Corporation Organizers, Inc.  
P.O. Box 1347  
Wilmington, DE 19899

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware do make, file and record this Certificate of Incorporation, and, accordingly, have hereto set my hand this 17<sup>th</sup> day of October, 2014.

DELAWARE CORPORATION ORGANIZERS, INC.

By:

  
Alyson D. Poppiti, Vice President

8607191.1

STATE OF DELAWARE  
CERTIFICATE OF CHANGE OF REGISTERED AGENT  
AND/OR REGISTERED OFFICE

The corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Biotronik, Inc.
2. The Registered Office of the corporation in the State of Delaware is changed to  
1679 S. Dupont Hwy. Suite 100  
(street), in the City of Dover  
County of Kent Zip Code 19901. The name of the  
Registered Agent at such address upon whom process against this Corporation may be  
served is Registered Agent Solutions, Inc.
3. The foregoing change to the registered office/agent was adopted by a resolution of  
the Board of Directors of the corporation.

By: /s/ Marlou Janssen  
Authorized Officer

Name: Marlou Janssen  
Print or Type