



**The Commonwealth of Massachusetts
William Francis Galvin**

Minimum Fee: \$250.00

Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512
Telephone: (617) 727-9640

Articles of Organization

(General Laws, Chapter 156D)

Federal Employer Identification Number: 830403327 (must be 9 digits)

ARTICLE I

The exact name of the corporation is:

SURGICAL TABLES INCORPORATED

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. C156D have the purpose of engaging in any lawful business. If you wish to specify more limited purposes, state them below:

ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the business entity is authorized to issue:

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding Num of Shares
		Num of Shares	Total Par Value	
CNP	\$0.00000	275,000	\$0.00	100

ARTICLE IV

Prior to the issuance of shares of any class or series, the articles of organization must set forth the preferences, limitations and relative rights of that class or series. The articles may also limit the type or specify the minimum amount of consideration for which shares of any class or series may be issued. Please set forth the preferences, limitations and relative rights of each class or series and, if desired, the required type and minimum amount of consideration to be received.

NOT APPLICABLE

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of any class or series of stock are:

NOT APPLICABLE

ARTICLE VI

Other Lawful Provisions

(If there are no provisions state "none")

1. AUTHORITY OF DIRECTORS TO CREATE NEW CLASSES AND SERIES OF SHARES. THE BOARD OF DIRECTORS, ACTING WITHOUT THE SHAREHOLDERS, MAY (A) RECLASSIFY ANY UNISSUED SHARES OF ANY AUTHORIZED CLASS OR SERIES INTO ONE OR MORE EXISTING OR NEW CLASSES OR SERIES, AND (B) CREATE ONE OR MORE NEW CLASSES OR SERIES OF SHARES, SPECIFYING THE NUMBER OF SHARES TO BE INCLUDED THEREIN, THE DISTINGUISHING DESIGNATION THEREOF AND THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS APPLICABLE THERETO, PROVIDED THAT THE BOARD OF DIRECTORS MAY NOT APPROVE AN AGGREGATE NUMBER OF AUTHORIZED SHARES OF ALL CLASSES AND SERIES WHICH EXCEEDS THE TOTAL NUMBER OF AUTHORIZED SHARES SPECIFIED IN THE ARTICLES OF ORGANIZATION APPROVED BY THE SHAREHOLDERS.

2. RIGHT OF FIRST OFFER. IN THE EVENT THE CORPORATION PROPOSES TO OFFER OR SELL ANY NEW SECURITIES, THE CORPORATION SHALL FIRST MAKE AN OFFERING OF SUCH NEW SECURITIES TO EACH HOLDER OF CAPITAL STOCK OF THE CORPORATION (THE) IN ACCORDANCE WITH THE FOLLOWING PROVISIONS OF THIS SECTION 2. FOR PURPOSES HEREOF, NEW SECURITIES SHALL MEAN ANY (I) SHARES OF COMMON STOCK, (II) ANY OTHER EQUITY SECURITY OF THE CORPORATION, (III) ANY DEBT SECURITY OF THE CORPORATION (OTHER THAN DEBT WITH NO EQUITY FEATURE) INCLUDING WITHOUT LIMITATION, ANY DEBT SECURITY WHICH BY ITS TERMS IS CONVERTIBLE INTO OR EXCHANGEABLE FOR ANY EQUITY SECURITY OF THE CORPORATION, (IV) ANY SECURITY OF THE CORPORATION THAT IS A COMBINATION OF DEBT AND EQUITY, OR (V) ANY OPTION, WARRANT OR OTHER RIGHT TO SUBSCRIBE FOR, PURCHASE OR OTHERWISE ACQUIRE ANY SUCH EQUITY SECURITY OR ANY SUCH DEBT SECURITY OF THE CORPORATION.

(A) THE CORPORATION SHALL DELIVER A WRITTEN NOTICE (THE) TO EACH OF THE SHAREHOLDERS STATING (I) ITS INTENTION TO OFFER SUCH NEW SECURITIES, (II) THE NUMBER OF SUCH NEW SECURITIES TO BE OFFERED, AND (III) THE PRICE AND TERMS, IF ANY, UPON WHICH IT PROPOSES TO OFFER SUCH NEW SECURITIES.

(B) BY WRITTEN NOTIFICATION (A) RECEIVED BY THE CORPORATION, WITHIN TEN (10) BUSINESS DAYS AFTER MAILING OF THE OFFER NOTICE, EACH OF THE SHAREHOLDERS MAY ELECT TO PURCHASE OR OBTAIN, AT THE PRICE AND ON THE TERMS SPECIFIED IN THE OFFER NOTICE, (I) UP TO THAT PORTION OF SUCH NEW SECURITIES WHICH EQUALS THE PROPORTION THAT THE NUMBER OF SHARES OF COMMON STOCK ISSUED AND HELD (ASSUMING FULL CONVERSION AND EXERCISE OF ALL CONVERTIBLE OR EXERCISABLE SECURITIES), BY SUCH SHAREHOLDER BEARS TO THE TOTAL NUMBER OF SHARES OF COMMON STOCK OF THE CORPORATION THEN OUTSTANDING (ASSUMING FULL CONVERSION AND EXERCISE OF ALL CONVERTIBLE OR EXERCISABLE SECURITIES) (THE) AND (II) SUCH ADDITIONAL PORTION OF THE NEW SECURITIES AS SUCH SHAREHOLDER SHALL INDICATE IT WILL PURCHASE SHOULD THE OTHER SHAREHOLDERS SUBSCRIBE FOR LESS THAN THEIR BASIC AMOUNTS (THE). IF THE BASIC AMOUNTS SUBSCRIBED FOR BY ALL SHAREHOLDERS ARE LESS THAN THE TOTAL NEW SECURITIES, THEN EACH SHAREHOLDER WHO HAS SET FORTH UNDERSUBSCRIPTION AMOUNTS IN ITS NOTICE OF ACCEPTANCE SHALL BE ENTITLED TO PURCHASE, IN ADDITION TO THE BASIC AMOUNTS SUBSCRIBED FOR, ALL UNDERSUBSCRIPTION AMOUNTS IT HAS SUBSCRIBED FOR; PROVIDED, HOWEVER, THAT SHOULD THE UNDERSUBSCRIPTION AMOUNTS SUBSCRIBED FOR EXCEED THE DIFFERENCE BETWEEN THE NEW SECURITIES AND THE BASIC AMOUNTS SUBSCRIBED FOR (THE), EACH SHAREHOLDER WHO HAS SUBSCRIBED FOR ANY UNDERSUBSCRIPTION AMOUNT SHALL BE ENTITLED TO PURCHASE ONLY THAT PORTION OF THE AVAILABLE UNDERSUBSCRIPTION AMOUNT AS THE UNDERSUBSCRIPTION AMOUNT SUBSCRIBED FOR BY SUCH SHAREHOLDER BEARS TO THE TOTAL UNDERSUBSCRIPTION AMOUNTS SUBSCRIBED FOR BY ALL SHAREHOLDERS, SUBJECT TO ROUNDING BY THE BOARD OF DIRECTORS

TO THE EXTENT IT REASONABLY DEEMS NECESSARY.

(C) IF ALL NEW SECURITIES REFERRED TO IN THE OFFER NOTICE ARE NOT ELECTED TO BE PURCHASED OR OBTAINED AS PROVIDED IN SECTION 2(B) HEREIN, THE CORPORATION MAY, DURING THE ONE HUNDRED TWENTY (120) DAY PERIOD FOLLOWING THE EXPIRATION OF THE PERIOD PROVIDED IN SECTION 2(B) HEREOF, OFFER THE REMAINING UNSUBSCRIBED PORTION OF SUCH NEW SECURITIES (COLLECTIVELY, THE) TO ANY PERSON OR PERSONS AT A PRICE NOT LESS THAN, AND UPON TERMS NO MORE FAVORABLE TO THE OFFEREE THAN, THOSE SPECIFIED IN THE OFFER NOTICE. IF THE CORPORATION DOES NOT ENTER INTO AN AGREEMENT FOR THE SALE OF THE NEW SECURITIES WITHIN SUCH PERIOD, OR IF SUCH AGREEMENT IS NOT CONSUMMATED WITHIN SIXTY (60) DAYS OF THE EXECUTION THEREOF, THE RIGHT PROVIDED HEREUNDER SHALL BE DEEMED TO BE REVIVED AND SUCH NEW SECURITIES SHALL NOT BE OFFERED UNLESS FIRST REOFFERED TO THE SHAREHOLDERS IN ACCORDANCE WITH THIS SECTION 2.

(D) THE RIGHT OF FIRST OFFER IN THIS SECTION 2 SHALL NOT BE APPLICABLE TO: (I) UP TO 27,500 SHARES OF COMMON STOCK ISSUED OR DEEMED ISSUED TO EMPLOYEES OR DIRECTORS OF, OR CONSULTANTS TO, THE CORPORATION OR ANY OF ITS SUBSIDIARIES PURSUANT TO A PLAN, AGREEMENT, OR ARRANGEMENT APPROVED BY THE BOARD OF DIRECTORS OF THE CORPORATION; (II) SHARES OF COMMON STOCK ISSUED IN AN INITIAL PUBLIC OFFERING; (III) THE ISSUANCE OF SECURITIES PURSUANT TO THE CONVERSION OR EXERCISE OF CONVERTIBLE OR EXERCISABLE SECURITIES OUTSTANDING ON THE DATE HEREOF; (IV) SECURITIES ISSUED IN CONNECTION WITH ANY STOCK SPLIT OR STOCK DIVIDEND OF THE CORPORATION; (V) THE ISSUANCE OF SECURITIES IN CONNECTION WITH A BONA FIDE BUSINESS ACQUISITION BY THE CORPORATION, WHETHER BY MERGER, CONSOLIDATION, SALE OF ASSETS, A SALE OR EXCHANGE OF STOCK OR OTHERWISE; OR (VI) THE ISSUANCE OF UP TO AN AGGREGATE OF 55,000 SHARES OF COMMON STOCK, OR THE GRANT OF OPTIONS OR WARRANTS THEREFOR, IN CONNECTION WITH ANY BORROWING, LINE OF CREDIT, LEASING OR SIMILAR FINANCING ARRANGEMENT APPROVED BY THE BOARD OF DIRECTORS OF THE CORPORATION.

(E) THE RIGHT OF FIRST OFFER SET FORTH IN THIS SECTION 2 MAY BE WAIVED UPON THE WRITTEN CONSENT OF THE HOLDERS OF AT LEAST A MAJORITY IN INTEREST OF THE OUTSTANDING SHARES OF CAPITAL STOCK AND ANY SUCH WAIVER WILL BE BINDING ON ALL SHAREHOLDERS.

(F) IN LIEU OF COMPLYING WITH THE PROVISIONS OF THIS SECTION 2, THE CORPORATION MAY ELECT TO GIVE NOTICE TO THE SHAREHOLDERS WITHIN TWENTY (20) BUSINESS DAYS AFTER THE ISSUANCE OF NEW SECURITIES. SUCH NOTICE SHALL DESCRIBE THE TYPE, PRICE AND TERMS OF THE NEW SECURITIES. EACH SHAREHOLDER SHALL HAVE TEN (10) BUSINESS DAYS FROM THE DATE OF RECEIPT OF SUCH NOTICE TO ELECT TO PURCHASE UP TO THE NUMBER OF NEW SECURITIES THAT WOULD, IF PURCHASED BY SUCH SHAREHOLDER, MAINTAIN SUCH SHAREHOLDER'S PERCENTAGE OWNERSHIP POSITION, CALCULATED AS SET FORTH IN SECTION 2(B) PRIOR TO GIVING EFFECT TO THE ISSUANCE OF SUCH NEW SECURITIES. THE CLOSING OF SUCH SALE SHALL OCCUR WITHIN SIXTY (60) DAYS OF THE DATE OF NOTICE TO THE SHAREHOLDERS.

3. MINIMUM NUMBER OF DIRECTORS. THE BOARD OF DIRECTORS SHALL CONSIST OF THREE INDIVIDUALS, NOTWITHSTANDING THE NUMBER OF SHAREHOLDERS.

4. PERSONAL LIABILITY OF DIRECTORS TO CORPORATION. NO DIRECTOR SHALL HAVE PERSONAL LIABILITY TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF HIS OR HER FIDUCIARY DUTY AS A DIRECTOR NOTWITHSTANDING ANY

PROVISION OF LAW IMPOSING SUCH LIABILITY, PROVIDED THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR (A) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS SHAREHOLDERS, (B) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, (C) FOR IMPROPER DISTRIBUTIONS UNDER SECTION 6.40 OF CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS, OR (D) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT.

5. SHAREHOLDER VOTE REQUIRED TO APPROVE MATTERS ACTED ON BY SHAREHOLDERS. THE AFFIRMATIVE VOTE OF A MAJORITY OF ALL THE SHARES IN A VOTING GROUP ELIGIBLE TO VOTE ON A MATTER SHALL BE SUFFICIENT FOR THE APPROVAL OF THE MATTER, NOTWITHSTANDING ANY GREATER VOTE ON THE MATTER OTHERWISE REQUIRED BY ANY PROVISION OF CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS.

6. SHAREHOLDER ACTION WITHOUT A MEETING BY LESS THAN UNANIMOUS CONSENT. ACTION REQUIRED OR PERMITTED BY CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS TO BE TAKEN AT A SHAREHOLDERS' MEETING MAY BE TAKEN WITHOUT A MEETING BY SHAREHOLDERS HAVING NOT LESS THAN THE MINIMUM NUMBER OF VOTES NECESSARY TO TAKE THE ACTION AT A MEETING AT WHICH ALL SHAREHOLDERS ENTITLED TO VOTE ON THE ACTION ARE PRESENT AND VOTING.

7. AUTHORIZATION OF DIRECTORS TO MAKE, AMEND OR REPEAL BYLAWS. THE BOARD OF DIRECTORS MAY MAKE, AMEND OR REPEAL THE BYLAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH BY VIRTUE OF AN EXPRESS PROVISION IN CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS, THE ARTICLES OF ORGANIZATION OR THE BYLAWS REQUIRES ACTION BY THE SHAREHOLDERS.

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

ARTICLE VII

Unless otherwise provided in the articles of organization, the effective date of organization of the corporation is the date and time the articles were received for filing if the articles are not rejected within the time prescribed by law. If a *later* effective date is desired, specify such date, which may not be later than the *90th day* after the articles are received for filing.

Later Effective Date: Time:

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization

a,b. The street address of the initial registered office of the corporation and the name of the registered agent at the registered office:

Name: MATTHEW NEKOROSKI

No. and Street: 120 SOUTH MAIN STREET

City or Town: MIDDLETON

State: MA

Zip: 01949

Country: USA

c. The names and addresses of the individuals who will serve as the directors, president, treasurer and secretary of the corporation:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	JASON WALDO	120 SOUTH MAIN STREET MIDDLETON, MA 01949 USA
TREASURER	MATTHEW NEKOROSKI	120 SOUTH MAIN STREET MIDDLETON, MA 01949 USA
SECRETARY	ROBERT NEKOROSKI	120 SOUTH MAIN STREET MIDDLETON, MA 01949 USA
DIRECTOR	MATTHEW NEKOROSKI	120 SOUTH MAIN STREET MIDDLETON, MA 01949 USA
DIRECTOR	JASON WALDO	120 SOUTH MAIN STREET MIDDLETON, MA 01949 USA
DIRECTOR	ROBERT NEKOROSKI	120 SOUTH MAIN STREET MIDDLETON, MA 01949 USA

d. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:
December

e. A brief description of the type of business in which the corporation intends to engage:

SALE OF TABLES INTENDED FOR USE BY PHYSICIANS, ETC

f. The street address (post office boxes are not acceptable) of the principal office of the corporation is:

No. and Street: 120 SOUTH MAIN STREET
City or Town: MIDDLETON State: MA Zip: 01949 Country: USA

g. The records of the corporation required to be kept in the commonwealth will be kept at (post office boxes are not acceptable):

No. and Street: 120 SOUTH MAIN STREET
City or Town: MIDDLETON State: MA Zip: 01949 Country: USA

which is

its principal office
 its secretary/assistant secretary

an office of its transfer agent
 its registered agent

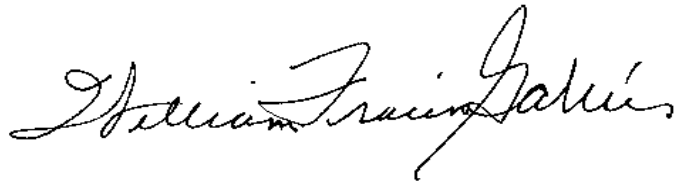
IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 156D and do hereby sign these Articles of Organization as incorporator(s) this 11 Day of August, 2004 at 4:10:04 PM. (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)

PAUL FITZPATRICK, ESQ.,
20 CENTRAL STREET, SUITE 108,
SALEM MASSACHUSETTS 10970

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THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth