

2652490

ARTICLES OF INCORPORATION OF  
AVANTIS MEDICAL SYSTEM, INC.

**FILED**  
in the office of the Secretary of State  
of the State of California  
MAY 14 2004

I

The name of this corporation is Avantis Medical System, Inc.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is: Fred Seddiqui, 5721 Arboretum Drive, Los Altos, CA 94024.

IV

The corporation is authorized to issue one (1) class of shares, designated as "Common". The total number of shares which this corporation is authorized to issue is twenty million (20,000,000).

V

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

VI

The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the corporation and its shareholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code.

Dated: May 14, 2004

  
Brian T. Suzuki, Sole Incorporator