

The Commonwealth of Massachusetts

January

MICHAEL JOSEPH CONNOLLY
Secretary of State
NORTH STREET PLACE BOSTON MASS 02108
FEDERAL IDENTIFICATION NO. 1-4237443

RESTATED ARTICLES OF ORGANIZATION

General Laws, Chapter 156B, Section 74

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the restated articles of organization. The fee for filing this certificate is prescribed by General Laws Chapter 156B, Section 74. Make check payable to the Commonwealth of Massachusetts.

We, Rolf S. Stutz
William H. Gorman

President ~~SECRETARY~~ and
Secretary of

Doll Medical Corporation

Name of Corporation

located at 500 West Cummings Park, Woburn, Massachusetts 01801

do hereby certify that the following restatement of the articles of organization of the corporation was duly adopted at a meeting held on

April 28, 1960	by vote of	843,812	shares of	Common Stock	and	1,000,000	shares outstanding
			shares of	Class of Stock	out of		shares outstanding and
			shares of	Class of Stock	out of		shares outstanding
			shares of	Class of Stock	out of		shares outstanding

being at least two-thirds of each class of stock outstanding and entitled to vote and of each class or series of stock adversely affected thereby.

1. The name by which the corporation shall be known is -

Doll Medical Corporation

2. The purposes for which the corporation is formed are as follows -

- a. To develop, manufacture and sell medical and other devices.
- b. To carry on any business or other activity which may be lawfully carried on by a corporation organized under the Business Corporation Law of the Commonwealth of Massachusetts, whether or not related to those referred to in the foregoing paragraph.

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Note: In the space provided under an article of the firm's constitution, addition may be made on separate sheets of paper, leaving a left-hand margin of one inch and including addition more than one line in length. See also of a single sheet of paper at each article requiring each such addition is clearly indicated.

- 3 The total number of shares and the par value, if any, of each class of stock which the corporation is authorized to issue is as follows:

<u>CLASS OF STOCK</u>	<u>WITHOUT PAR VALUE</u>	<u>WITH PAR VALUE</u>	
	<u>NUMBER OF SHARES</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
Preferred		1,000,000	\$0.01
Common		19,000,000	\$0.02

- *4. If more than one class is authorized, a description of each of the different classes of stock with any the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established.

See attached pages 1 - 3.

- *5. The restrictions, if any, imposed by the articles of organization upon the transfer of shares of stock of any class are as follows:

None

- *6. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders.

See attached pages 3 - 4.

*If there are no such provisions, state "None"

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ARTICLE 4

CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation has authority to issue is Twenty Million (20,000,000), consisting of Nineteen Million (19,000,000) shares of Common Stock, \$.02 par value per share (the "Common Stock"), and One Million (1,000,000) shares of undesignated preferred stock, \$.01 par value per share (the "Undesignated Preferred Stock").

(A) Common Stock

Section 1. Voting Rights. The holders of shares of Common Stock shall be entitled to one vote for each share so held with respect to all matters voted on by the shareholders of the Corporation, subject in all cases to the voting rights, if any, of any holders of Undesignated Preferred Stock.

Section 2. Liquidation Rights. Subject to the prior and superior right of the Preferred Stock upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holders of Common Stock shall be entitled to receive that portion of the remaining funds to be distributed. Such funds shall be paid to the holder of Common Stock on the basis of the number of shares of Common Stock held by each of them.

Section 3. Dividends. Subject to the rights, if any, of any holders of Undesignated Preferred Stock, dividends may be paid on the Common Stock as and when declared by the Board of Directors out of funds legally available therefor.

Section 4. Residual Rights. All rights accruing to the outstanding shares of the Corporation not expressly provided for to the contrary herein (or in any amendment hereto) shall be vested in the Common Stock.

(B) Undesignated Preferred Stock

Subject to any limitations prescribed by law or these Articles, the Board of Directors of the Corporation is expressly authorized to provide for the issuance of the shares of Undesignated Preferred Stock in one or more classes or one or more series of stock within any class, and by filing a certificate pursuant to applicable law of the Commonwealth of Massachusetts, to establish or change from time to time the number of shares to be included in each such class or series, and to fix the designation, voting powers, preferences, qualifications, privileges and rights of the shares of each such class or series and any qualifications, limitations and

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restrictions thereof. Any stock issued hereunder together with any Convertible Preferred Stock shall, in addition to its specific designation, be generally known and referred to as "Preferred Stock." The Board of Directors shall have the right to determine or fix one or more of the following with respect to each class or series of such Undesignated Preferred stock:

(a) The distinctive class or serial designation and the number of shares constituting such class or series.

(b) The dividend rates or the amount of dividends to be paid on the shares of such class or series, whether dividends shall be cumulative and, if so, from which date or dates, the payment date or dates for dividends, and the participating and other rights, if any, with respect to dividends;

(c) The voting powers, full or limited, if any, of the shares of such class or series;

(d) Whether the shares of such class or series shall be redeemable (at the option of the holder or of the Corporation or otherwise) and, if so, the price or prices at which, and the terms and conditions on which, such shares may be redeemed;

(e) The amount or amounts payable upon the shares of such class or series and any preferences applicable thereto in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(f) Whether the shares of such class or series shall be entitled to the benefit of a sinking or retirement fund to be applied to the purchase or redemption of such shares, and if so entitled, the amount of such fund and the manner of its application, including the price or prices at which such shares may be redeemed or purchased through the application of such fund;

(g) Whether the shares of such class or series shall be convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and, if so convertible or exchangeable, the conversion price or prices, or the rate or rates of exchange, and the adjustments thereof, if any, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange;

(h) The price or other consideration for which the shares of such class or series shall be issued;

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(i) Whether the shares of such class or series which are redeemed or converted shall have the status of authorized but unissued shares of preferred stock and whether such shares may be reissued as shares of the same or any other class or series of stock; and

(j) Such other powers, preferences, rights, qualifications, limitations and restrictions thereof as the Board of Directors of the Corporation may deem advisable.

Subject to the authority of the Board of Directors as set forth in clause (i) above, any shares of Undesignated Preferred Stock shall, upon reacquisition thereof by the Corporation, be restored to the status of authorized but unissued Undesignated Preferred Stock under this section (3).

ARTICLE 6 A.

LIMITATION OF LIABILITY OF DIRECTORS

No director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that this Article shall not eliminate or limit any liability of a director (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 Sections 61 or 62 of the Massachusetts Business Corporation Law, or (iv) with respect to any transaction from which the director derived an improper personal benefit.

No amendment or repeal of this Article shall adversely affect the rights and protection afforded to a director of this Corporation under this Article for acts or omissions occurring prior to such amendment or repeal.

ARTICLE 6 B.

TRANSACTIONS WITH INTERESTED PERSONS

1. Unless entered into in bad faith, no contract or transaction by this Corporation shall be void, voidable or in any way affected by reason of the fact that it is with an Interested Person.

2. For the purposes of this Article, "Interested Person" means any person or organization in any way interested in this

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Corporation whether as an officer, director, stockholder, employee or otherwise, and any other entity in which any such person or organization or this Corporation is in any way interested.

3. Unless such contract or transaction was entered into in bad faith, no Interested Person, because of such interest, shall be liable to this Corporation or to any other person or organization for any loss or expense incurred by reason of such contract or transaction or shall be accountable for any gain or profit realized from such contract or transaction.

4. The provisions of this Article shall be operative notwithstanding the fact that the presence of an Interested Person was necessary to constitute a quorum at a meeting of directors or stockholder of this Corporation at which such contract or transaction was authorized or that the vote of an Interested Person was necessary for the authorization of such contract or transaction.

ARTICLE 6 C.

STOCKHOLDERS' MEETINGS

Meetings of Stockholders of this Corporation may be held anywhere in the United States.

ARTICLE 6 D.

AMENDMENT OF BY-LAWS

The By-Laws may provide that the Board of Directors as well as the stockholders may make, amend or repeal the By-Laws of this Corporation, except with respect to any provision thereof which by law, by these Articles or by the By-Laws requires action by the stockholders.

ARTICLE 6 E.

ACTING AS A PARTNER

This Corporation may be a partner in any business enterprise which it would have power to conduct by itself.

YP-4922/Z

**CERTIFICATE OF AMENDMENT
TO THE AMENDED AND RESTATED BY-LAWS OF
ZOLL MEDICAL CORPORATION**

The undersigned, being the Secretary of ZOLL Medical Corporation, a Massachusetts corporation (the “Corporation”), hereby certifies that the Board of Directors of the Corporation approved the following amendments to the Amended and Restated By-Laws (the “By-laws”) of the Corporation, effective as of the date indicated below.

1. Article I, Section 3 of the By-laws shall be amended and restated as follows:

“3. Matters to be Considered at Annual Meeting. Except as provided in Article II, Section 3 of these By-laws, at an annual meeting of stockholders, or a special meeting of stockholders in lieu thereof, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been properly brought before such meeting (a) by, or at the direction of, a majority of the Board of Directors or (b) by any stockholder of record (both as of the time notice of such proposal is given by the stockholder as set forth below and as of the record date for the meeting in question) of any shares of the corporation’s stock outstanding and entitled to vote at such meeting who complies with the procedures set forth in this Article I, Section 3 as to such business. For a proposal to be properly brought before any such meeting by a stockholder (other than matters properly brought under Rule 14a-8 (or any successor rule) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or nominations made in accordance with Article II, Section 3 of these By-laws), the stockholder must have given timely notice of such business in writing to the Clerk of the corporation, must have complied with the procedures set forth in this Article I, Section 3 and such stockholder, or his representative, must be present in person at such meeting. For the avoidance of doubt, for a stockholder to bring business before an annual meeting of stockholders, or a special meeting of stockholders in lieu thereof (other than matters properly brought under Rule 14a-8 (or any successor rule) under the Exchange Act or nominations made in accordance with Article II, Section 3 of these By-laws), such stockholder must comply with the procedures set forth in Article I, Section 3 of the By-laws and this shall be the exclusive means for a stockholder to bring such business properly before such meeting.

To be timely, a stockholder’s notice shall be delivered to, or mailed to and received by, the Clerk at the principal executive offices of the corporation (a) not less than 75 calendar days nor more than 120 calendar days prior to the anniversary date of the immediately preceding annual meeting of stockholders or special meeting of stockholders in lieu thereof (the “Anniversary Date”) or (b) in the case of a special meeting of stockholders in lieu of the annual meeting or in the event that the annual meeting of stockholders is called for a date (including any change in a date determined pursuant to Sections 1 or 2 of this Article I) more than 30 calendar days prior to the Anniversary Date, not later than the close of business on (i) the 10th calendar day (or if that day is not a business day for the corporation, on the next succeeding business day) following the earlier of (1) the date on which notice of the date of such meeting was mailed to stockholders, or (2) the date on which the date of such meeting was publicly disclosed, or (ii) if such date of notice or public disclosure occurs more than 75 calendar days prior to the scheduled date of such meeting, the 75th calendar day prior to such scheduled date of such meeting (or if that day is not a business day for the corporation, on the next succeeding business day). Any public disclosure of the scheduled date of the annual meeting made by the corporation by means of (i) a press release, (ii) a report or other document publicly filed with the Securities and Exchange Commission or (iii) in a letter or report sent to stockholders of record of the corporation at the time of the mailing of such letter or report, shall be deemed to be sufficient public disclosure of the date of such meeting for purposes of these By-laws. Such stockholder’s notice to the Clerk shall set forth as to each matter the stockholder proposes to bring before such meeting (a) a brief description of the proposal desired to be brought before such meeting and the reasons for conducting such business at such meeting, (b) the name and address, as they appear on the corporation’s stock transfer books, of the stockholder proposing such business and of the beneficial owners (if any) of the stock registered in such stockholder’s name and the name and address of other stockholders known by such stockholder to be supporting such proposal, (c) the class and number of shares of the corporation’s capital stock that are, directly or indirectly, owned beneficially and of record by the stockholder and such beneficial owners (if any) on the record date for the annual meeting in question (if such date shall have then been made publicly available) and on the date of such stockholder’s notice and by any other stockholders known by such stockholder to be supporting such proposal on the record date for the annual meeting in question (if such date shall have then been made publicly available) and on the date of such stockholder’s notice, (d) a representation that the stockholder or his representative intends to appear in person

at the meeting to nominate the person or persons specified in the notice, and (e) any material interest, direct or indirect, of the stockholder and the beneficial owners (if any) on whose behalf the proposal is made in such proposal.

A stockholder providing timely notice of business proposed to be brought before an annual meeting shall further update and supplement such notice, if necessary, so that the information provided or required to be provided in such notice pursuant to this By-law shall be true and correct as of the record date for the meeting and as of the date that is ten (10) business days prior to such annual meeting, and such update and supplement shall be delivered to the Clerk at the principal executive offices of the corporation not later than the close of business on the fifth (5th) business day after the record date for the meeting (in the case of the update and supplement required to be made as of the record date), and not later than the close of business on the eighth (8th) business day prior to the date for the meeting (in the case of the update and supplement required to be made as of ten (10) business days prior to the meeting).

If the Board of Directors or a designated committee thereof determines that any stockholder proposal was not timely made in accordance with the terms of this Article I, Section 3 or that the information provided in a stockholder's notice does not satisfy the informational requirements of this Article I, Section 3 in any material respect, then such proposal shall not be presented for action at the meeting of stockholders in question. If neither the Board of Directors nor such committee makes a determination as to the validity of any stockholder proposal as set forth above, the presiding officer of such meeting shall determine and declare at such meeting whether the stockholder proposal was made in accordance with the terms of this Article I, Section 3. If the presiding officer determines that a stockholder proposal was made in accordance with the terms of this Article I, Section 3, he shall so declare at such meeting and ballots shall be provided for use at the meeting with respect to such proposal. If the presiding officer determines that a stockholder proposal was not made in accordance with the terms of this Article I, Section 3, he shall so declare at such meeting and such proposal shall not be acted upon at such meeting.

Notwithstanding the foregoing provisions of this Article I, Section 3, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting to present any business, such business shall be disregarded, notwithstanding the proxies in respect of such vote may have been received by the corporation. For purposes of this Article I, Section 3, to be considered a qualified representative of the stockholder, a person must be authorized by a written instrument executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such written instrument or electronic transmission, or a reliable reproduction of the written instrument or electronic transmission, at the meeting of the stockholders.”

2. Article II, Section 3 of the By-laws shall be amended and restated as follows:

“3. Director Nominations. Nominations of candidates for election as Directors at any annual meeting of stockholders, or special meeting of stockholders in lieu thereof, may be made (a) by, or at the direction of, a majority of the Board of Directors, or (b) by any stockholder of record (both as of the time notice of such nomination is given by the stockholder as set forth below and as of the record date for the meeting in question) of any shares of the corporation's capital stock outstanding and entitled to vote at such meeting who complies with the procedures set forth in this Article II, Section 3 as to such nomination. For a nomination to be properly made before any such meeting by a stockholder, the stockholder must have given timely notice of such nomination in writing to the Clerk of the corporation, must have complied with the procedures set forth in this Article II, Section 3 and such stockholder, or his representative, must be present in person at such meeting. For the avoidance of doubt, only persons nominated in accordance with the procedures set forth in this Article II, Section 3 shall be eligible for election as Directors at an annual meeting or special meeting in lieu thereof of stockholders and this shall be the exclusive means for a stockholder to nominate a candidate for election as Directors at an annual meeting or special meeting of stockholders in lieu thereof.

Nominations, other than those made by, or at the direction of, the Board of Directors, shall be made pursuant to timely notice in writing to the Clerk of the corporation as set forth in this Article II, Section 3. To be timely, a stockholder's notice shall be delivered to, or mailed to and received by, the Clerk at the principal executive offices of the corporation (a) not less than 75 calendar days nor more than 120 calendar days prior to the Anniversary Date or (b) in the case of a special meeting of stockholders in lieu of the annual meeting or in the event that the annual meeting of stockholders is called for a date (including any change in a date determined pursuant to Sections 1 or 2 of Article I) more than 30 calendar days prior to the Anniversary Date,

not later than the close of business on (i) the 10th calendar day (or if that day is not a business day for the corporation, on the next succeeding business day) following the earlier of (1) the date on which notice of the date of such meeting was mailed to stockholders, or (2) the date on which the date of such meeting was publicly disclosed, or (ii) if such date of notice or public disclosure occurs more than 75 calendar days prior to the scheduled date of such meeting, the 75th calendar day prior to such scheduled date of such meeting (or if that day is not a business day for the corporation, on the next succeeding business day). Any public disclosure of the scheduled date of the annual meeting made by the corporation by means of (i) a press release, (ii) a report or other document publicly filed with the Securities and Exchange Commission or (iii) in a letter or report sent to stockholders of record of the corporation at the time of the mailing of such letter or report, shall be deemed to be sufficient public disclosure of the date of such meeting for purposes of these By-laws. Such stockholder's notice to the Clerk shall set forth (a) as to each person whom the stockholder proposes to nominate for election or re-election as a Director, all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act (including such person's written consent to being named in the proxy statement as a nominee and to serving as a Director if elected) and (b) as to the stockholder giving the notice (i) the name and address, as they appear on the corporation's stock transfer books, of such stockholder and of the beneficial owners (if any) of the stock registered in such

stockholder's name and the name and address of other stockholders known by such stockholder to be supporting such nominees; (c) the class and number of shares of the corporation's capital stock that are, directly or indirectly, owned beneficially and of record by the stockholder and such beneficial owners (if any) on the record date for the annual meeting in question (if such date shall have then been made publicly available) and on the date of such stockholder's notice and by any other stockholders known by such stockholder to be supporting such nominees on the record date for the annual meeting in question (if such date shall have then been made publicly available) and on the date of such stockholder's notice; (iii) a representation that the stockholder or his representative intends to appear in person at the meeting to nominate the person or persons specified in the notice; and (iv) a description of all arrangements or understandings between such stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by such stockholder; provided, that nothing in subsection (a) or (b) of this Article II, Section 3 shall require the stockholder giving such notice to provide to the corporation copies of such stockholder's preliminary or definitive proxy, proxy statement, or other soliciting material filed with the Securities and Exchange Commission. At the request of the Board of Directors, any person nominated by, or at the direction of, the Board of Directors for election as a Director shall furnish to the Secretary or Clerk of the corporation that information required to be set forth in a stockholder's notice of nomination which pertains to the nominee.

A stockholder providing timely notice of nominations proposed to be brought before an annual meeting shall further update and supplement such notice, if necessary, so that the information provided or required to be provided in such notice pursuant to this By-law shall be true and correct as of the record date for the meeting and as of the date that is ten (10) business days prior to such annual meeting, and such update and supplement shall be delivered to the Clerk at the principal executive offices of the corporation not later than the close of business on the fifth (5th) business day after the record date for the meeting (in the case of the update and supplement required to be made as of the record date), and not later than the close of business on the eighth (8th) business day prior to the date for the meeting (in the case of the update and supplement required to be made as of ten (10) business days prior to the meeting).

If the Board of Directors or a designated committee thereof determines that any stockholder nomination was not timely made in accordance with the terms of this Article II, Section 3 or that the information provided in a stockholder's notice does not satisfy the informational requirements of this Article II, Section 3 in any material respect, then such nomination shall not be considered at the meeting of stockholders in question. If neither the Board of Directors nor such committee makes a determination as to the validity of any nomination by a stockholder as set forth above, the presiding officer of such meeting shall determine and declare at such meeting whether a nomination was made in accordance with the terms of this Article II, Section 3. If the presiding officer determines that a nomination was made in accordance with the terms of this Article II, Section 3, he shall so declare at such meeting and ballots shall be provided for use at the meeting with respect to such nominee. If the presiding officer determines that a nomination was not made in accordance with the terms of this Article II, Section 3, he shall so declare at such meeting and such nomination shall be disregarded.

No person shall be elected by the stockholders as a Director unless nominated in accordance with the procedures set forth in this Article II, Section 3. Election of Directors at an annual meeting of stockholders or special meeting of stockholders in lieu thereof need not be by written ballot, unless otherwise provided by the Board of Directors or presiding officer at such meeting. If written ballots are to be used, ballots bearing the names of all the persons who have been nominated for election as Directors at such meeting in accordance with the procedures set forth in this Article II, Section 3 shall be provided for use at the meeting.

Notwithstanding the foregoing provisions of this Article II, Section 3, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting to present a nomination, such nomination shall be disregarded, notwithstanding the proxies in respect of such vote may have been received by the corporation. For purposes of this Article II, Section 3, to be considered a qualified representative of the stockholder, a person must be authorized by a written instrument executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such written instrument or electronic transmission, or a reliable reproduction of the written instrument or electronic transmission, at the meeting of the stockholder.”

Date: April 21, 2009

/s/ Stephen Korn

Stephen Korn, Secretary