


CONSENT TO ASSIGNMENT

The undersigned, the **CITY OF COCONUT CREEK**, a Florida municipal corporation, being a party to an Agreement dated December 8, 2016, originally between the **CITY** and **Keith and Schnars**, a Florida corporation to provide Architecture, Landscape Architectural and Urban Design Services, RFQ No. 08-24-16-11 (hereinafter referred to as "Agreement") does hereby give consent to the assignment of the Agreement from **Keith And Schnars**, with its principal place of business located at 6500 North Andrews Ave., Fort Lauderdale, FL 33309, to **KCI Technologies, Inc.**, a Delaware corporation, with its principal place of business located at 936 Ridgebrook Road, Sparks, MD 21152 which shall assume and agree to all terms and conditions of the Agreement.


IN WITNESS WHEREOF, the undersigned has signed this instrument on the dates appearing next to the parties' signatures.

CITY OF COCONUT CREEK, FLORIDA

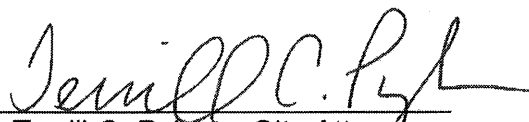
ATTEST:

By: 
Mary C. Blasi, City Manager

Date: 6/13/2019


Leslie Wallace May, City Clerk

Approved as to Legal Form:

By: 
Terrill C. Pyburn, City Attorney

WITNESSES:

[Signature]
KIRK HOOPER
(Print or Type Name)

[Signature]
Therqueline Ferrell
(Print or Type Name)


Keith and Schnars

By: [Signature]
Print Name: Errol Kalayci
Title: CEO

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 11th day of June, 2019, by ERROW KALAYCI, as C.E.O. (name of officer, title of officer), of KEITH and SCHNARS (name of corporation acknowledging), a FLORIDA (state or place of incorporation) corporation, on behalf of the corporation. He/She is personally known to me or has produced N/A (type of identification) as identification.

[Signature]
Signature of Notary Public

Stamp:  JOI-PHYLE HALLEM
Commission # GG 197630
Expires May 10, 2022
Elected Here Budget Notary Services

KCI Technologies, Inc.

WITNESSES:

[Signature]

KIRK HOOSAC
(Print or Type Name)

[Signature]

Maqueline Ferrell
(Print or Type Name)

By: [Signature]

Print Name: BRUCE REED

Title: REGIONAL PRACTICE LEADER

STATE OF FLORIDA

COUNTY OF FLORWARD

The foregoing instrument was acknowledged before me this 11th day of June, 2019, by BRUCE REED, as Regional Practice leader (name of officer, title of officer), of KCI Technologies, Inc. (name of corporation acknowledging), a Delaware (state or place of incorporation) corporation, on behalf of the corporation. He/She is personally known to me or has produced N/A (type of identification) as identification.

[Signature]
Signature of Notary Public

Stamp:



JOI-PHYLE HALLEM
Commission # GG 197830
Expires May 10, 2022
Bonded Thru Budget Notary Services

RESOLUTION NO. 2019-136

A RESOLUTION OF THE CITY COMMISSION OF THE CITY OF COCONUT CREEK, FLORIDA, AUTHORIZING THE CITY MANAGER, OR DESIGNEE, TO EXECUTE THE ATTACHED CONSENT TO ASSIGNMENT AND ASSUMPTION AGREEMENT IN ORDER TO PROVIDE CONSENT FOR THE ASSIGNMENT OF THE AGREEMENT BETWEEN THE CITY AND KEITH AND SCHNARS FOR ARCHITECTURE, LANDSCAPE ARCHITECTURAL AND URBAN DESIGN SERVICES PURSUANT TO RFQ NO. 08-24-16-11, DATED DECEMBER 8, 2016, FROM KEITH AND SCHNARS TO KCI TECHNOLOGIES, INC.; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, on December 8, 2016, the City and Keith and Schnars entered into an agreement to provide Architecture, Landscape Architectural and Urban Design Services; and

WHEREAS, the term of the contract commenced on December 8, 2016, and expires on December 7, 2019, with two (2) one year (1) renewals thereafter unless terminated; and

WHEREAS, on January 1, 2019, Keith and Schnars sold its pending contracts to KCI Technologies, Inc.; and

WHEREAS, to ensure continued Architecture, Landscape Architectural and Urban Design Services, the parties need to enter into said Consent to Assignment and Assumption Agreement with KCI Technologies, Inc.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COMMISSION OF THE CITY OF COCONUT CREEK, FLORIDA:

Section 1: That the foregoing "WHEREAS" clauses are hereby ratified and confirmed as being true and correct and are hereby made a specific part of this resolution. All exhibits attached hereto are incorporated herein and made a specific part of this resolution.

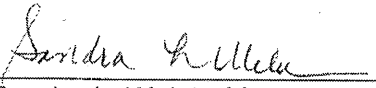
Section 2: That the City Commission has reviewed and hereby approves the attached Consent to Assignment and Assumption Agreement between the City and KCI Technologies, Inc. for Architecture, Landscape Architectural and Urban Design Services.

Section 3: That the City Manager, or designee, is hereby authorized to execute said Consent to Assignment and Assumption Agreement between the City and KCI Technologies, Inc. for Architecture, Landscape Architectural and Urban Design Services.

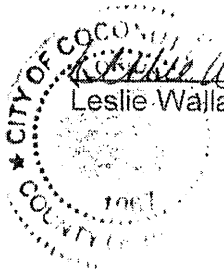
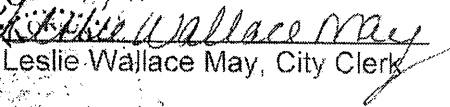
Section 4: That if any clause, section, other part or application of this resolution is held by any court of competent jurisdiction to be unconstitutional or invalid, in part or in application, it shall not affect the validity of the remaining portion or applications of this resolution.

Section 5: That this resolution shall be in full force and effect immediately upon its adoption.

Adopted this 13th day of June, 2019.


Sandra L. Welch, Mayor

Attest:



Leslie Wallace May, City Clerk

Welch	<u>Aye</u>
Sarbone	<u>Aye</u>
Tooley	<u>Aye</u>
Belvedere	<u>Aye</u>
Rydell	<u>Aye</u>

State of Florida

Department of State

I certify from the records of this office that KCI TECHNOLOGIES, INC. is a Delaware corporation authorized to transact business in the State of Florida, qualified on April 19, 1989.

The document number of this corporation is P23975.

I further certify that said corporation has paid all fees due this office through December 31, 2019, that its most recent annual report/uniform business report was filed on January 17, 2019, and that its status is active.

I further certify that said corporation has not filed a Certificate of Withdrawal.

*Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this
the Seventeenth day of January,
2019*



A. [Signature]
Secretary of State

Tracking Number: 6590929346CC

To authenticate this certificate, visit the following site, enter this number, and then follow the instructions displayed.

<https://services.sunbiz.org/Filings/CertificateOfStatus/CertificateAuthentication>

ASSIGNMENT AND ASSUMPTION AGREEMENT

This ASSIGNMENT AND ASSUMPTION AGREEMENT (this “Agreement”) is made and delivered as of January 1, 2019, by and between Keith and Schnars, P.A., a Florida professional association (“Assignor”), and KCI Technologies, Inc., a Delaware corporation (“Assignee”), pursuant to that certain Asset Purchase Agreement, of even date herewith (the “Purchase Agreement”). All capitalized terms used but not otherwise defined in this Agreement shall have the meanings given to them in the Purchase Agreement.

1. Assignment and Assumption. Assignor hereby sells, transfers, assigns and delivers to Assignee, and its successors and assigns, to have and hold forever, all of Assignor’s right, title, and interest in and to all of the Assumed Agreements, free and clear of all Encumbrances other than Permitted Encumbrances. Assignee hereby accepts the foregoing transfer, assignment, and delivery of the Assumed Agreements and assumes all obligations under the Assumed Agreements; *provided*, that Assignee is not assuming any liability under the Assumed Agreements arising out of a breach or default thereunder by Assignor occurring prior to the Closing Date.

2. Relation to the Purchase Agreement. This Agreement is made subject to and with the benefit of the representations and warranties, covenants, indemnities, terms, conditions and other provisions of the Purchase Agreement, all of which shall survive the execution and delivery of this Agreement in accordance with the terms and conditions of the Purchase Agreement. This Agreement shall not in any way supersede the Purchase Agreement, which remains in full force and effect, and the parties thereto shall have the rights, duties and obligations provided thereunder. Nothing in this Agreement shall be deemed to limit, modify or expand any obligations, liabilities or any representations, warranties, covenants, indemnities, terms, conditions, or other provisions set forth in the Purchase Agreement. In the event of any conflict or other inconsistency between this Agreement and the Purchase Agreement, the Purchase Agreement shall be the controlling agreement.

3. Governing Law. This Agreement shall be construed and enforced in accordance with and shall be governed by the laws of the State of Florida.

4. Amendments. This Agreement may be amended, modified, supplemented or changed in whole or in part only by an agreement in writing making specific reference to this Agreement and executed by each of the parties hereto.

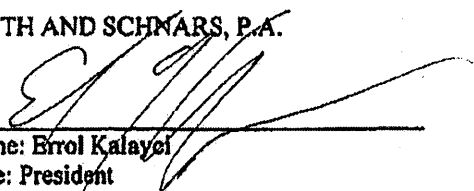
5. Counterparts. This Agreement may be executed in several counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument when taken together. Any signature on a copy of this Agreement or any document necessary or convenient thereto sent by facsimile or other electronic means (i.e., via PDF, email, etc.) shall be binding upon transmission by facsimile or other electronic means, and the facsimile or other electronic copy may be utilized for the purposes of this Agreement.

- Signatures appear on the following page -

IN WITNESS WHEREOF, each of the parties hereto has caused this Assignment and Assumption Agreement to be executed and delivered by its duly authorized representative as of the date first set forth above.

ASSIGNOR:

KEITH AND SCHNARS, P.A.

By: 
Name: Errol Kalayci
Title: President

ASSIGNEE:

KCI Technologies, Inc.

By: _____
Name: Nathan J. Beil
Title: CEO

IN WITNESS WHEREOF, each of the parties hereto has caused this Assignment and Assumption Agreement to be executed and delivered by its duly authorized representative as of the date first set forth above.


ASSIGNOR:

KEITH AND SCHNARS, P.A.

By: _____
Name: Errol Kalayci
Title: President

ASSIGNEE:

KCI Technologies, Inc.

By:  _____
Name: Nathan J. Beil
Title: CEO

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KCI TECHNOLOGIES, 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 TWENTY-SIXTH DAY OF JANUARY, A.D. 2017.



2177921 8300

SR# 20170461666

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 201939312

Date: 01-26-17

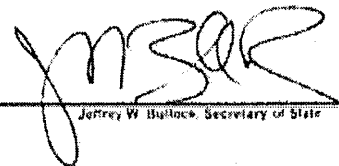
Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "KCI ACQUISITION, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF NOVEMBER, A.D. 1988, AT 9 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

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SR# 20170461666

Authentication: 201939786
Date: 01-26-17

You may verify this certificate online at corp.delaware.gov/authver.shtml

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CERTIFICATE OF INCORPORATION
OF
KCI ACQUISITION, INC.

John H. ...
SECRETARY OF STATE

ARTICLE FIRST. The name of the corporation (the "Corporation") is KCI ACQUISITION, INC.

ARTICLE SECOND. The address of the Corporation's registered office in the State of Delaware is Commonwealth Building, Suite 103, University Office Plaza, Newark, New Castle County, Delaware 19702. The name of its registered agent at such address is Terry F. Neimeyer.

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

ARTICLE FOURTH. The name and mailing address of the incorporator of the Corporation is P. Olen Snider, Jr., 2000 Charles Center South, 36 South Charles Street, Baltimore, Maryland 21201.

ARTICLE FIFTH. The total number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock, without par value.

ARTICLE SIXTH. The holders of the common stock of the Corporation shall have no preemptive rights to subscribe for any shares of any class of stock of the Corporation whether now or hereafter authorized.

ARTICLE SEVENTH. No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; *provided, however,* that the foregoing clause shall not apply to 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 Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this *Article SEVENTH* shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

ARTICLE EIGHTH. The number of directors of the Corporation shall be fixed in the manner provided in the By-Laws of the Corporation. The name and mailing address of the initial director of the Corporation, until his successor is duly elected and qualified, is Mr. Jack Kinstlinger, 1020 Cromwell Bridge Road, Baltimore, Maryland 21204.

ARTICLE NINTH. Elections of directors need not be by written ballot except as, and to the extent, provided in the By-Laws of the Corporation.

ARTICLE TENTH. The following provisions are hereby adopted for the purpose of creating, defining, limiting and regulating the powers of the Corporation, the directors and the stockholders, to the extent such provisions are not contrary to the laws of the State of Delaware:

(1) The Board of Directors of the Corporation is hereby expressly authorized to provide for the issuance, and thereby to issue, by resolution and from time to time, one or more classes of stock or one or more series of stock within any class thereof, any or all of which classes may be of stock with par value or stock without par value and which classes or series may have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof as such resolution may provide.

(2) The Board of Directors of the Corporation is hereby expressly authorized to issue, by resolution and from time to time, any shares of stock of any class, or of any series of any class of stock, having powers, designations, preferences and relative, participating, optional or other rights, if any, or qualifications, limitations or restrictions thereof, if any, not set forth in this Certificate of Incorporation (this "Certificate").

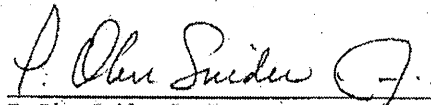
(3) The Board of Directors of the Corporation is expressly authorized to make, alter or repeal by-laws of the Corporation, but the stockholders may make additional by-laws and may alter or repeal any by-law whether adopted by them or otherwise.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon it, the Board of Directors may, to the fullest extent permitted by law, exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject to the express provisions of the General Corporation Law of the State of Delaware, of this Certificate and of the By-Laws of the Corporation.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of this Certificate, as it may be amended from time to time, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Corporation Law of the State of Delaware now or hereafter in force.

(5) Unless otherwise required by law, (a) the amendment of the certificate of incorporation of the Corporation; (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation; (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation; (d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; and (e) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation shall not require the approval of the stockholders of the Corporation.

The undersigned incorporator hereby acknowledges that the foregoing Certificate of Incorporation is his act and deed and that the facts stated therein are true.



P. Olen Snider, Jr., Incorporator (SEAL)

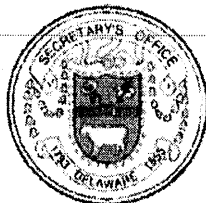
Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"KIDDE CONSULTANTS INC.", A DELAWARE CORPORATION,
WITH AND INTO "KCI ACQUISITION, INC." UNDER THE NAME OF
"KIDDE CONSULTANTS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE ON THE FIFTEENTH DAY OF DECEMBER, A.D. 1988, AT
10 O'CLOCK A.M.




Jeffrey W. Bullock Secretary of State

2177921 8100M
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Authentication: 201939785
Date: 01-26-17

You may verify this certificate online at corp.delaware.gov/authver.shtml

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING KIDDE CONSULTANTS INC. INTO KCI ACQUISITION, INC.
AND CHANGING THE NAME OF KCI ACQUISITION, INC. TO KIDDE CONSULTANTS, INC.**

KCI Acquisition, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on November 10, 1988 pursuant to the General Corporation Law of the State of Delaware, the provisions of which permit the merger of a subsidiary corporation organized and existing under the laws of the State of Delaware into its parent corporation organized and existing under the laws of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of the Capital Stock, without par value, of KIDDE CONSULTANTS INC. (formerly HKID 26 Inc.), a corporation incorporated on September 30, 1987 pursuant to the General Corporation Law of the State of Delaware and having no class of stock outstanding other than such Capital Stock.

THIRD: That the Corporation, by the resolutions of its Board of Directors set forth below, duly adopted by the unanimous written consent of the members thereof and filed with the minutes of proceedings of such Board of Directors pursuant to Section 141(f) of the Delaware General Corporation Law on December 15, 1988, determined to, and effective upon the filing of this Certificate of Ownership and Merger with the Delaware Secretary of State does, merge Kidde Consultants Inc. with and into itself with the Corporation being the surviving corporation of such merger (the "Surviving Corporation");

WHEREAS, the Corporation is the owner of all of the outstanding shares of Capital Stock, without par value (the "Subsidiary Stock"), of Kidde Consultants Inc., a Delaware corporation; and

WHEREAS, the Subsidiary Stock is the only issued and outstanding class of stock of Kidde Consultants Inc.; and

WHEREAS, the Corporation desires to merge Kidde Consultants Inc. with and into itself pursuant to the provisions of Section 253 of the Delaware General Corporation Law with the Corporation being the surviving corporation of such merger;

NOW, THEREFORE, BE IT RESOLVED: That effective upon the filing of an appropriate Certificate of Ownership and Merger embodying these resolutions with the Delaware Secretary of State, the Corporation shall and it hereby does merge Kidde Consultants Inc. with and into itself with the Corporation being the surviving corporation of such merger; and

RESOLVED: That the Corporation shall and it hereby does assume all of the obligations of Kidde Consultants Inc.; and

RESOLVED: That the President of the Corporation be and he hereby is authorized to make and execute, and the Secretary be and he hereby is authorized to attest, a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the merger of Kidde Consultants Inc. into the Corporation, and the date of adoption hereof, and to cause the same to be filed with the Delaware Secretary of State and a

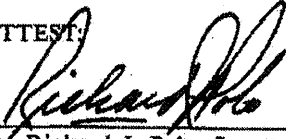
certified copy recorded in the office of the Recorder of Deeds of New Castle County, Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect such merger; and

RESOLVED: That, upon the effective date of this merger, the Corporation shall change its name to KIDDE CONSULTANTS, INC.

FOURTH: That, the Surviving Corporation is a Delaware corporation and hereby changes its name to KIDDE CONSULTANTS, INC., which change of name shall be effective upon the effective date of this merger.

IN WITNESS WHEREOF, KCI Acquisition, Inc. has caused this Certificate of Ownership and Merger to be signed by Jack Kinstlinger, its President, and attested by Dr. Richard J. Polo, its Secretary, this 15th day of December, 1988.

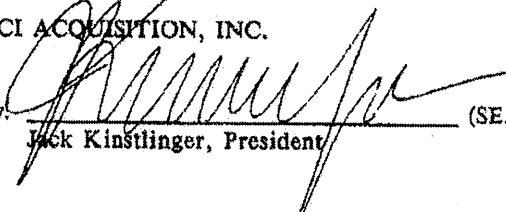
ATTEST:



Dr. Richard J. Polo, Secretary

KCI ACQUISITION, INC.

By:



Jack Kinstlinger, President (SEAL)

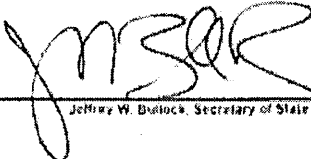
Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "KIDDE CONSULTANTS, INC.", CHANGING ITS NAME FROM "KIDDE CONSULTANTS, INC." TO "KCI TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JANUARY, A.D. 1991, AT 9 O'CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

2177921 8100
SR# 20170461666

Authentication: 201939784
Date: 01-26-17

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Kidde Consultants, Inc., originally named as KCI Acquisition, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That, at a regular meeting of the Board of Directors of the Corporation (which meeting was attended by the President of the sole stockholder of the Corporation), resolutions were duly adopted by the Board of Directors of the Corporation setting forth a proposed amendment of Article FIRST of the Certificate of Incorporation of the Corporation, declaring such amendment to be advisable and recommending to the sole stockholder of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED that the Board of Directors of Kidde Consultants, Inc., does hereby declare that it is advisable and does recommend that the stockholder(s) approve an amendment of the Certificate of Incorporation so as to change the name of the Corporation from Kidde Consultants, Inc., to KCI Technologies, Inc., effective January 1, 1991;


SECOND: That thereafter, pursuant to resolution of its Board of Directors of the sole stockholder of the Corporation, approved the proposed amendment and authorized the President of the Corporation to vote all of the sole stockholder's shares of the Corporation in favor of the amendment.

THIRD: That such amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

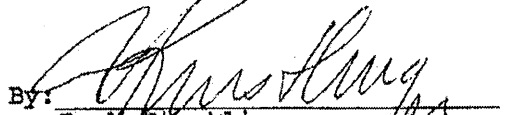
IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Jack Kinstlinger, its President, and William E. Franswick, its Secretary, this 13th day of November, 1990.

ATTEST:

KIDDE CONSULTANTS, INC.



William E. Franswick
Secretary

By: 

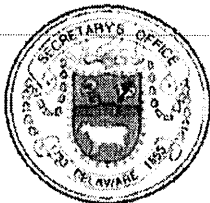
Jack Kinstlinger
President

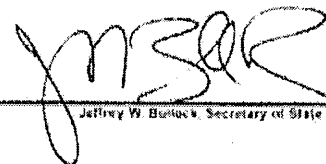
Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "KCI TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 1992, AT 10 O'CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

2177921 8100
SR# 20170461666

Authentication: 201939783
Date: 01-26-17

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
KCI TECHNOLOGIES, INC.

Adopted in accordance with the provisions of
Section 242 of the General Corporation Law
of the State of Delaware

The undersigned, being the holder of record of all
outstanding shares of the stock of KCI Technologies, Inc.,
(the "Corporation") a corporation existing under the laws of
the State of Delaware, do hereby certify as follows:

FIRST: That the Certificate of Incorporation of
said Corporation has been amended as follows:

By striking out the whole of Article Fifth
thereof as it now exists and inserting in lieu and instead
thereof a new Article Fifth, reading as follows:


FIFTH: The total number of shares of stock which
the Corporation shall have authority to issue is now one
thousand thirty (1,030), all of such shares shall be without
par value, and one thousand (1,000) shares thereof shall be
Common Stock and thirty (30) shares thereof shall be
Preferred Stock.

Authority is hereby expressly vested in the Board of Directors to adopt from time to time resolutions providing for the issue of the Preferred Stock, which resolutions shall fix any or all voting powers, designations, preferences and relative, participating, optional or other rights, if any, or the qualifications, limitations or restrictions thereof, of any series or class of stock, including such provisions as may be desired for the redemption of shares of stock and/or the conversion of shares of such stock into, or exchange thereof for, shares of any other series or class of stock, and state and express the time or times, price or prices, rates of exchange, adjustments and other conditions of any such redemption, conversion and/or exchange, including voting rights.


SECOND: That such amendment has been duly adopted in accordance with the provisions of the General Corporation Law of the State of Delaware by the unanimous written consent of the sole stockholder entitled to vote in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this certificate have been
executed as of this 26th day of August, 1992.

KCI HOLDINGS, INC., Stockholder


President

BY:

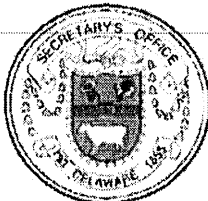

Chief Executive Officer

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 IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CHANGE OF REGISTERED AGENT OF "KCI TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JANUARY, A.D. 1993, AT 9 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

2177921 8100
SR# 20170461666

Authentication: 201939782
Date: 01-26-17

You may verify this certificate online at corp.delaware.gov/authver.shtml



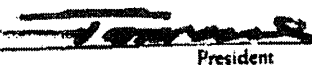
**CERTIFICATE OF
CHANGE OF LOCATION
of Registered Office
and/or Registered Agent**

- ▶ The Board of Directors of KCI Technologies, Inc.
a Corporation of Delaware, on this 14th day of December, A.D. 1992,
do hereby resolve and order that the location of the Registered Office of this Corporation within this State be,
and the same hereby is 100 Commerce Drive, Street,
in the City of Newark, County of New Castle Zip Code 19713


- ▶ The name of the Registered Agent therein and in charge thereof upon whom process against this Corporation
may be served, is Terry F. Neimeyer

- ▶ KCI Technologies, Inc.
a Corporation of Delaware, does hereby certify that the foregoing is a true copy of a resolution adopted by the
Board of Directors at a meeting held as herein stated.

- ▶ IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its President and Attested
by its Secretary, the 28th day of December, A.D., 1992

BY: 
President

Trond Grenager

ATTEST: 
Secretary

William E. Franswick

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED -09:00 AM 01/11/1993
930125056 - 2177921

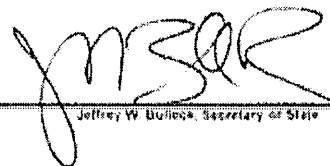
Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CHANGE OF REGISTERED AGENT OF "KCI TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JULY, A.D. 1996, AT 9 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

2177921 8100
SR# 20170461666

Authentication: 201939781
Date: 01-26-17

You may verify this certificate online at corp.delaware.gov/authver.shtml



STATE OF DELAWARE
 CHANGE OF LOCATION
 of Registered Office
 and/or Registered Agent

▶ The Board of Directors of KCI Technologies, Inc.
 a Corporation of Delaware, on this 2 day of May, A.D. 1996,
 do hereby resolve and order that the location of the Registered Office of this Corporation within this State be,
 and the same hereby is 100 Commerce Drive, Suite 112, Christiana Corporate Center Street
 in the City of Newark, County of New Castle Zip Code 19713.

▶ The name of the Registered Agent therein and in charge thereof upon whom process against this Corporation
 may be served, is KCI Technologies, Inc.
100 Commerce Drive, Ste. 112
Christiana Corporate Center
Newark, DE 19713

▶ KCI Technologies, Inc.
 a Corporation of Delaware, does hereby certify that the foregoing is a true copy of a resolution adopted by the
 Board of Directors at a meeting held as herein stated.

▶ IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its President and Attested
 by its Secretary, the 2 day of May, A.D., 1996.

By: Terry F. Neimeyer
 Terry F. Neimeyer
 President

ATTEST: William E. Franswick
 William E. Franswick
 Secretary

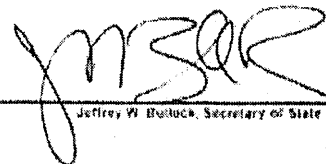
Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "KCI TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JUNE, A.D. 1998, AT 9 O'CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

2177921 8100
SR# 20170461666

Authentication: 201939780
Date: 01-26-17

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
KCI TECHNOLOGIES, INC.

Adopted in accordance with the provisions of
Section 242 of the General Corporation Law
of the State of Delaware

THE UNDERSIGNED, being the holder of record of all outstanding shares of stock of KCI Technologies, Inc. (the "Corporation"), hereby certifies that:

FIRST: The Certificate of Incorporation of the Corporation is hereby amended by striking out ARTICLE FIFTH thereof and by substituting in lieu of said Article the following new Article:

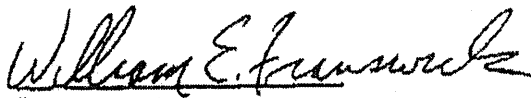
ARTICLE FIFTH: The total number of shares which the corporation shall have authority to issue shall be one thousand (1,000) shares of common stock, without par value.

SECOND: The amendment of the Certificate of Incorporation herein certified has been duly adopted by the written consent of the sole stockholder entitled to vote in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this certificate has been executed this 23 day of June, 1998.

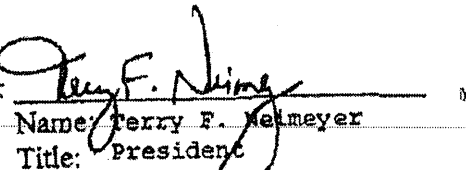
ATTEST:

KCI HOLDINGS, INC., Sole Stockholder



Secretary
William E. Franswick

By:


Name: Perry F. Melmeyer ✓
Title: President

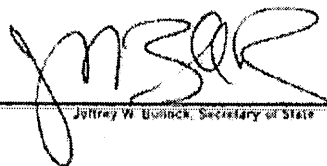
Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CHANGE OF REGISTERED AGENT OF "KCI TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF AUGUST, A.D. 2001, AT 9 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

2177921 8100
SR# 20170461666

Authentication: 201939779
Date: 01-26-17

You may verify this certificate online at corp.delaware.gov/authver.shtml

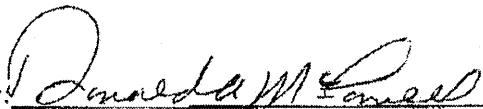
**STATE OF DELAWARE
CERTIFICATE OF CHANGE
OF REGISTERED AGENT AND/OR
REGISTERED OFFICE**

The Board of Directors of KCI Technologies, Inc.
a Corporation of Delaware, on this 22nd day of
May, A.D. 2001, do hereby resolve and order that the
location of the Registered Office of this Corporation within this State be, and the
same hereby is 153 East Chestnut Hill Road, Ste. 102
Street, in the City of Newark
County of New Castle Zip Code 19713

The name of the Registered Agent therein and in charge thereof upon whom
process against this Corporation may be served, is
KCI Technologies, Inc.

KCI Technologies, Inc. a Corporation of Delaware,
does hereby certify that the foregoing is a true copy of a resolution adopted by the
Board of Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be
signed by an authorized officer, the 9th day of August,
A.D., 2001.

By: 
Authorized Officer

Name: Donald A. McConnell
Print or Type

Title: Vice President & CFO

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/13/2001
010405392 - 2177921

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CHANGE OF REGISTERED AGENT OF "KCI TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF SEPTEMBER, A.D. 2007, AT 11:31 O'CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

2177921 8100
SR# 20170461666

Authentication: 201939778
Date: 01-26-17

You may verify this certificate online at corp.delaware.gov/authver.shtml

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

The Board of Directors of KCI Technologies, Inc.
a Delaware Corporation, on this 10th day of
September, A.D. 2007, do hereby resolve and order that the
location of the Registered Office of this Corporation within this State be, and the
same hereby is Corporation Trust Center
1209 Orange Street, in the City of Wilmington,
County of New Castle Zip Code 19801.

The name of the Registered Agent therein and in charge thereof upon whom
process against this Corporation may be served, is THE CORPORATION
TRUST COMPANY

The Corporation does hereby certify that the foregoing is a true copy of a
resolution adopted by the Board of Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be
signed by an authorized officer, the 10th day of September,
A.D., 2007.

By: 

Authorized Officer

Name: James H. Shumaker

Print or Type

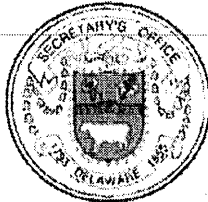
Title: Secretary

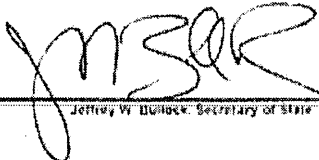
Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CHANGE OF REGISTERED AGENT OF "KCI TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JULY, A.D. 2010, AT 1:07 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

2177921 8100
SR# 20170461666

Authentication: 201939777
Date: 01-26-17

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT

OF

KCI TECHNOLOGIES, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is

KCI TECHNOLOGIES, INC.

2. The registered office of the corporation within the State of Delaware is hereby changed to 2711 Centerville Road, Suite 400, City of Wilmington 19808, County of New Castle.

3. The registered agent of the corporation within the State of Delaware is hereby changed to Corporation Service Company, the business office of which is identical with the registered office of the corporation as hereby changed.

4. The corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on July 6, 2010.

/s/ James H. Shumaker

Name: James H. Shumaker

Title: Vice President & Secretary

CONFIRMATORY BILL OF SALE AND ASSIGNMENT OF ASSETS

THIS CONFIRMATORY BILL OF SALE AND ASSIGNMENT OF ASSETS is executed and delivered effective as of the 1st day of January, 2019, by and between Keith and Schnars, P.A., a Florida professional association (the "Seller"), and KCI Technologies, Inc., a Delaware corporation (the "Buyer"). All capitalized terms used but not otherwise defined in this Bill of Sale and Assignment of Assets shall have the meanings given to them in the Purchase Agreement (as defined below).

WHEREAS, the Buyer and the Seller have entered into an Asset Purchase Agreement, of even date herewith (the "Purchase Agreement"), providing for the purchase by the Buyer of substantial assets of the Seller related to Seller's Business (as defined in the Purchase Agreement). *The Closing under the Purchase Agreement occurred on January 1, 2019, and the parties hereby confirm the sale and assignment of all of the Purchased Assets under the Purchase Agreement effective as of such date.*

NOW, THEREFORE, pursuant to the Purchase Agreement, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Seller hereby grants, bargains, sells, delivers, transfers, sets over, assigns, and conveys to the Buyer and its successors and assigns, free and clear of any and all Encumbrances of any kind, other than Permitted Encumbrances, all of the Purchased Assets (as defined in the Purchase Agreement); *provided, however*, that the Purchased Assets shall not include any liability or obligation other than the Assumed Liabilities (as defined in the Purchase Agreement).

TO HAVE AND TO HOLD the Purchased Assets unto the Buyer and its successors and assigns, to its and their own use and benefit forever, and the Seller, for itself and its successors and assigns, covenants to and agrees with the Buyer to warrant and defend the sale, transfer, assignment, conveyance, and delivery of the Purchased Assets unto the Buyer and its successors and assigns, against all lawful claims and demands.

The Seller covenants and agrees with the Buyer that the Seller will, whenever and as often as reasonably required to do so by the Buyer, do, execute, acknowledge, and deliver any and all other and further acts, titles, deeds, assignments, transfers, conveyances, confirmations, powers of attorney and any instrument of further assurance, approvals, and consents as the Buyer may reasonably require in order to complete, ensure, and perfect the transfer, conveyance, and assignment to the Buyer of all the right, title, and interest of the Seller in and to each of the Purchased Assets.

Nothing in this instrument, expressed or implied, is intended or shall be construed to confer upon or give to any person, firm or corporation other than the parties hereto and their respective successors and assigns any remedy or claim under or by reason of this instrument or any term, covenant, or condition hereof; and all the terms, covenants, conditions and agreements in this instrument shall be for the sole and exclusive benefit of the parties hereto and their respective successors and assigns.

All of the terms and provisions of this Bill of Sale and Assignment of Assets shall be binding upon the Seller and its respective successors and assigns, and shall inure to the benefit of the Buyer and its successors and assigns. This Bill of Sale and Assignment of Assets shall be governed by the laws of the State of Florida, without reference to any conflicts of laws principles. This Bill of Sale and Assignment of Assets may be executed in counterparts and deliver by electronic transmission, all of which counterparts shall be deemed to be one and the same original agreement.

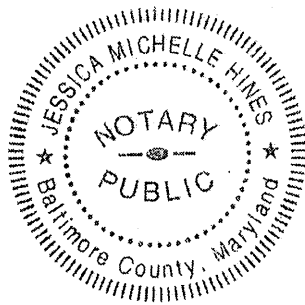
- Signatures appear on the following pages -

IN WITNESS WHEREOF, the parties have caused the due execution of this Confirmatory Bill of Sale and Assignment of Assets, under seal, as of the day and year first above written.

KEITH AND SCHNARS, P.A.

By: [Signature] (SEAL)
Name: Errol Kalayci
Title: President

On this 7th day of February in the year 2019 before me, the undersigned, personally appeared Errol Kalayci, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument, and that such individual made such appearance before the undersigned in Broward County, State of Florida.



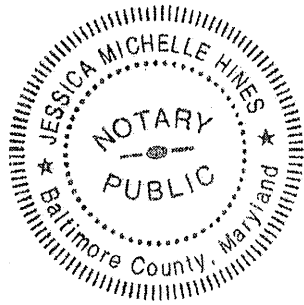
[Signature]
NOTARY PUBLIC
My Commission Expires: 07/11/2022

- Signatures continue on the following page -

KCI TECHNOLOGIES, INC.

By: [Signature] (SEAL)
Name: NATHAN J. BEIL
Title: CEO / PRESIDENT

On this 7th day of February in the year 2019 before me, the undersigned, personally appeared Nathan J. Beil, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument, and that such individual made such appearance before the undersigned in Baltimore County, State of Maryland.



[Signature]
NOTARY PUBLIC
My Commission Expires: 07/11/2022