

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
Business Advantage No. 1, Inc.	10/01/2003
RECEIVING PARTY DATA	
Name:	Impact Medical Solutions, Inc.
Street Address:	14841 Yorba Street
Internal Address:	Suite 101
City:	Tustin
State/Country:	CALIFORNIA
Postal Code:	92780
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	6280395
CORRESPONDENCE DATA	
Fax Number:	(206)332-7198
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(310) 788-9900
Email:	CKirchner@perkinscoie.com
Correspondent Name:	Perkins Coie LLP
Address Line 1:	P.O. Box 1208
Address Line 2:	Patent - LA
Address Line 4:	Seattle, WASHINGTON 98111-1208
ATTORNEY DOCKET NUMBER:	57998.8001.US00
NAME OF SUBMITTER:	Michael Wise

CH \$40.00 6280395

Total Attachments: 6
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**PATENT
 REEL: 024492 FRAME: 0863**

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**Minutes of the Special Meeting of the Board of Directors of
Business Advantage No. 1, Inc.
October 1, 2003**

A Special Meeting of the Board of Directors of Business Advantage No. 1, Inc. ("IMS" or the "Company") was held by way of conference call commencing at 3:00 p.m. EST on Wednesday, October 1, 2003. Donald Paterson and Wayne Cockburn, constituting all of the directors of the Corporation, participated in the discussion of all the matters pertaining to this Special Meeting.

PRESENT: Donald Paterson
Wayne D. Cockburn

CHAIR: Donald Paterson

being a quorum of the directors.

APPROVAL OF AGENDA

The agenda for the meeting was discussed and approved.

APPOINTMENT OF NEW CORPORATE SECRETARY

Mr. Cockburn noted that following the resignation of Elisa Vespa and Angelo Longo from the board on September 9, 2003, the Company has been without a Corporate Secretary.

Following a discussion, upon a motion duly made, seconded and unanimously approved, the Board adopted the following resolution:

NOW, THEREFORE, BE IT RESOLVED that Wayne Cockburn be confirmed in the position of Secretary of the Corporation effective as of October 1, 2003.

APPOINTMENT OF RESIDENT AGENT

State laws require business entities to maintain a resident agent in the state that they form their business. The agent's name and office address are included in the articles of incorporation to give public notice of where to send important documents to a business entity.

The original resident agent of the Company is no longer acting in that capacity and therefore IMS must appoint a new agent.

Following a discussion, upon a motion duly made, seconded and approved, the Board adopted the following resolution:

NOW, THEREFORE, BE IT RESOLVED that Article 2 of the Articles of Incorporation is amended in its entirety to read as follows;

1. **Registered Office.** The registered office of the corporation and the resident agent in charge thereof shall be:

EastBiz.com, Inc.
4535 W. Sahara Avenue, #217
Las Vegas, NV 89102

Office: 702-871-8678
Fax: 702-920-8922

RESOLVED FURTHER, that the Chief Executive Officer of the Corporation be, and hereby is, authorized to execute, deliver and/or file such further documents, and to take such further steps as he may deem necessary or advisable in order to carry out the purposes of this resolution.

COROPRATE NAME CHANGE

Mr. Cockburn discussed the need to explore a name change for the Company for the purposes of repositioning the Company and more accurately reflecting the Company's business activities.

Following a discussion, upon a motion duly made, seconded and unanimously approved, the Board adopted the following resolution:

NOW, THEREFORE, BE IT RESOLVED that Article 1 of the Articles of Incorporation is amended in its entirety to read as follows;

1. **Name.** The name of the corporation, which is hereinafter referred to as "the corporation", is: **Impact Medical Solutions, Inc.**

REDACTED



DEAN HELLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4299
 (775) 684 5708
 Website: secretaryofstate.biz

**Certificate to Accompany
 Restated Articles
 (PURSUANT TO NRS)**

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

This Form is to Accompany Restated Articles of Incorporation

(Pursuant to NRS 78.403, 82.371, 86.221, 88.355 or 88A.250)

(This form is also to be used to accompany Restated Articles for Limited-Liability Companies, Certificates of Limited Partnership, Limited-Liability Limited Partnerships and Business Trusts)

1. Name of Nevada entity as last recorded in this office:

IMPACT MEDICAL SOLUTIONS, INC.

2. The articles are being Restated or Amended and Restated (check only one). Please entitle your attached articles "Restated" or "Amended and Restated," accordingly.

3. Indicate what changes have been made by checking the appropriate box.*

- No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on [] The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.
- The entity name has been amended.
- The resident agent has been changed. (attach Certificate of Acceptance from new resident agent)
- The purpose of the entity has been amended.
- The authorized shares have been amended.
- The directors, managers or general partners have been amended.
- IRS tax language has been added.
- Articles have been added.
- Articles have been deleted.
- Other. The articles or certificate have been amended as follows: (provide article numbers, if available)

Articles 2 through 5 have been amended. Articles 6 and 7 have been deleted. Please note that Articles have been amended in their entirety.

* This form is to accompany Restated Articles which contain newly altered or amended articles. The Restated Articles must contain all of the requirements as set forth in the statutes for amending or altering the articles or certificates

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM (RE-STATEED) 10/01
 Revised on 10/16/00

**PATENT
 REEL: 024492 FRAME: 0867**



DEAN HELLER
Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4299
 (775) 684 5708
 Website: secretaryofstate.biz

Certificate of Amendment
 (PURSUANT TO NRS 78.385 and 78.390)

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations

(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

IMPACT MEDICAL SOLUTIONS, INC.

2. The articles have been amended as follows (provide article numbers, if available):

ARTICLES 2 THROUGH 5 HAVE BEEN AMENDED.

ARTICLES 6 AND 7 HAVE BEEN DELETED.

PLEASE SEE ATTACHED FOR AMENDED AND RESTATED ARTICLES OF INCORPORATION.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the * articles of incorporation have voted in favor of the amendment is: _____

4. Effective date of filing (optional): _____

(must not be later than 90 days after the certificate is filed)

5. Officer Signature (required): _____

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM 78.385 Amend 2003
 Revised on: 11/03/03

PATENT
REEL: 024492 FRAME: 0868

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
IMPACT MEDICAL SOLUTIONS, INC.
(continued)**

1. Name. The name of the corporation is Impact Medical Solutions, Inc.
2. Number of Shares Authorized; Par Value. The amount of the total authorized capital stock of the corporation is 60,000,000 shares of which 50,000,000 shares shall be designated "Common Stock" with a par value of \$0.0005 per share and 10,000,000 shares shall be designated "Preferred Stock" with a par value of \$0.0005 per share.
3. Preferred Stock. The Preferred Stock may be issued in any one or more series, and any such series shall be comprised of such number of shares and may have such voting powers, whole or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations and restrictions thereof, including liquidation preferences, as shall be stated and expressed in the resolution or resolutions of the Board of Directors of the corporation, the Board of Directors being hereby expressly vested with such power and authority to the full extent now or hereafter permitted by law.
4. Directors' and Officers' Liability. Without limiting the limitation of liability of directors and officers provided by Section 78.138(7) of the Nevada Revised Statutes, a director or officer of the Corporation shall not be individually liable to the Corporation or its stockholders or creditors for any damages as a result of any act or failure to act in his capacity as a director or officer unless it is proven that: (i) his act or failure to act constituted a breach of the person's fiduciary duties as a director or officer; and (ii) his breach of those duties involved intentional misconduct, fraud or a knowing violation of law. Any repeal or modification of this provision by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification.
5. Indemnification.
 - a. The corporation is authorized to provide indemnification of, and advancement of expenses to, officers, directors, employees and agents, any person serving at the request of the corporation as an officer, director, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, and any person who has ceased to be an officer, director, employee, or agent and the heirs, executors and administrators of such a person through Bylaw provisions, agreements, vote of stockholders or disinterested directors, or otherwise, to the fullest extent permissible under Nevada law.
 - b. If, after the effective date of this article, Nevada law is amended in a manner which permits a corporation to authorize indemnification of, or advancement of such defense expenses to, its directors or other persons, in any such case to a

greater extent than is permitted on such effective date, the references in this article to “Nevada law” shall to that extent be deemed to refer to Nevada law as so amended.

- c. Any amendment, repeal or modification of any provision of this article shall not adversely affect any right or protection of any officer, director, employee or agent of the corporation existing at the time of such amendment, repeal or modification.