

**AMEDNED AND RESTATED
BYLAWS OF**

American Board of Surgical Assistants, Inc

Article I – Offices

1. Corporate Address. The principal office of American Board of Surgical Assistants, Inc. (“Corporation”) shall be located at 11414 West Park Place, Park Place, Suite 202, #626, Milwaukee, Wisconsin 53224 or at such other locations as determined by the Board of Directors (“Board”).
2. Other Addresses. The Corporation may also have offices at such other places as determined by the Board.

**Article II – Shareholders, Chief
Executive Officer and Chief
Operating Officer**

1. Annual Meeting of Shareholders. A meeting of the Shareholders of the Corporation (“Shareholders”) will be held annually or for the purposes as deemed necessary by the Shareholders. The Annual Meeting of the Shareholders may be held at any place in or out of the State of Wisconsin at a place to be determined at the discretion of the Board. If no designation of the location is made for any Annual Meeting of the Shareholders, the place of the meeting will be the principal office of the Corporation. The Corporation must hold its Annual Meeting of the Shareholders within the earlier of: (a) six (6) months after the end of the Corporation's fiscal year; or (b) fifteen (15) months after its last Annual Meeting.
2. Special Meetings of Shareholders. Special Meetings of the Shareholders will be held for such purposes deemed necessary by the Board and/or the Shareholders. A Special Meeting of the

Shareholders may only be called by the: (a) Shareholders holding a majority of the voting shares of the Corporation; (b) Board at which a quorum is present; and/or (c) Corporation's President. The Special Meeting of the Shareholders may be held at any place in or out of the State of Wisconsin at a place to be determined at the discretion of the Board. If no designation of the location is made for any Special Meeting of the Shareholders, the place of the meeting will be the principal office of the Corporation.

3. Notice of Shareholders Meetings. Written notice of all Annual Meetings of Shareholders and Special Meetings of Shareholders must be given not less than ten (10) days and not more than sixty (60) days before the date of such Annual Meeting of Shareholders and Special Meeting of Shareholders. Written notice must be provided to each Shareholder entitled to vote at the applicable meeting. The written notice of the meeting will state the place, date and hour of the meeting, the means of remote communications, if any, and, in the case of a Special Meeting of Shareholders, the purpose, or purposes for which such meeting is called. A written waiver, signed by the Shareholder entitled to notice of a meeting, or a waiver by electronic transmission by the person entitled to such notice, whether before or after the time stated in the notice will be deemed to be the equivalent to the Shareholder receiving notice. Attendance at a meeting will constitute a waiver of notice of that meeting, except when such Shareholder attends the meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business at such meeting because such meeting is not lawfully convened.
4. Unanimous Consent of Shareholder In Lieu of Meeting. Any action taken at any Annual Meeting of Shareholders and/or Special Meeting of Shareholders may be taken without a meeting, without prior notice and without a vote if a consent or consents in writing, setting forth the action to be taken, is signed by all of the voting Shareholders.
5. Remote Communications for Shareholders Meeting. At the sole discretion of the Board, and if permitted by law, one (1) or more Shareholders may participate by remote communication at a Shareholders meeting and such remote participation shall be deemed to mean that such Shareholder was present in person at the meeting. Remote communication means any electronic

communication including conference telephone, video conference, the Internet, or any other method currently available or developed in the future and permitted by law by which Shareholders not present in the same physical location may simultaneously communicate with each other.

6. Quorum. The holders of a majority of the shares of stock issued and outstanding and entitled to vote, represented in person (or by proxy), shall constitute a quorum at all meetings of the Shareholders for the transaction of business. If, however, such quorum shall not be present (or represented) at any meeting of the Shareholders, the Shareholders present in person (or represented by proxy) shall have power to adjourn the meeting, without notice other than announcement at the meeting, until such time as a quorum shall be present (or represented). At such reconvened meeting at which a quorum shall be present (or represented), any business may be transacted which might have been transacted at the meeting as originally noticed.
7. Proxy. A Shareholder may vote in person or by proxy in writing of the Shareholder or by his duly authorized attorney-in-fact, which proxy shall be filed with and verified by the Secretary of the Corporation or the Secretary of the meeting, if the Shareholders entitled to vote at the meeting shall so decide. The proxy shall be dated but need not be sealed, witnessed, or acknowledged. The Board may fix the record date for the determination of Shareholders entitled to vote. No proxy shall be valid after eleven (11) months from the date of its execution unless the proxy provides for a longer period.
8. Voting. In all matters, any act of the Shareholders must be passed by an affirmative vote of the majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the matter. Subject to the Articles of Incorporation, each Shareholder will be entitled to one (1) vote for each share of stock held by that Shareholder.
9. Chief Executive Officer. Subject to the provisions of these Bylaws and to the direction of the Board of Directors, the Chief Executive Officer shall have ultimate authority for decisions relating to the general management and control of the affairs and business of the Corporation

and shall perform such other duties and exercise such other powers which are or from time to time may be delegated to him or her by the Board of Directors or these Bylaws, all in accordance with basic policies as established by and subject to the oversight of the Board of Directors. He or she shall have the power to execute any document or perform any act on behalf of the Corporation, including without limitation the power to sign checks, orders, contracts, leases, notes, drafts, and other documents and instruments in connection with the business of the Corporation. Deposit all money, drafts and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board. Endorse for deposit all notes, checks, drafts received by the Corporation as instructed by the Board, making proper vouchers for them. Disburse corporate funds and issue checks and drafts in the name of the Corporation, as instructed by the Board. The CEO cannot be removed by the Board.

10. Chief Operating Officer. The chief operating officer of the corporation shall, assist the President and Chief Executive Officer in the administration and operation of the Company's business and general supervision of its policies and affairs. In the absence or disability of the chief executive officer, the chief operating officer shall perform his/her duties and exercise his or her powers. The COO cannot be removed by the board.

ARTICLE III – Board of Directors

1. General Powers. The business and affairs of the Corporation shall be managed by the Board. The ABSA is solely responsible for all essential decisions related to the development, administration, and ongoing maintenance of the certification program as described in the policies and procedures of the Board.
2. Number, Tenure and Compensation. The Board shall consist of not less than three (3) nor more than five (5) Board members ("Directors"), each of whom shall be a natural person. Directors need not be Shareholders. Each Director shall hold office until such Director's successor is elected and qualified or until a Director's earlier resignation or removal. Directors shall not receive any salary or compensation for being Directors, except as may be approved by the

Board.

3. Resignation. Any Director may resign at any time. Such resignation shall be made in writing to the Board and shall take effect on the date that the written resignation is received by the Corporation or such date set forth in the written notice of resignation, whichever is earlier.
4. Removal. Any Director may be removed by the Board for any reason or no reason by a majority vote of the Board at an Annual Meeting of the Board or a Special or Regular Meeting of the Board, pursuant to Section III. 6 and 7 below. A Director may be removed for cause by the CEO should the Director act against the best interest of the certification program.
5. Vacancies. If a Board position becomes vacant for any reason (including an increase in the number of Directors on the Board), the remaining Directors, by a majority vote, although less than a quorum, may choose a successor or successors who shall hold such Director position for the unexpired term.
6. Annual Meeting of the Board. A meeting of the Board will be held annually for such purposes as deemed necessary by the Board. The Annual Meeting of Directors may be held at any place in or out of the State of Wisconsin at a place to be determined at the discretion of the Board. If no designation of the location is made for any Annual Meeting of Directors, the place of the meeting will be the principal office of the Corporation. The Corporation must hold its Annual Meeting of Directors within the earlier of: (a) six (6) months after the end of the Corporation's fiscal year; or (b) fifteen (15) months after its last Annual Meeting.
7. Special and Regular Meetings of the Board. Special and Regular Meetings of the Board will be held for such purposes deemed necessary by the Board. A Special and/or Regular Meeting of the Board may only be called by the: (a) Board at which a quorum is present; and/or (b) Corporation's President. The Special and/or Regular Meeting of the Board may be held at any place in or out of the State of Wisconsin at a place to be determined at the discretion of the Board. If no designation of the location is made for any Special and/or Regular Meeting of the Board, the place of the meeting will be the principal office of the Corporation.

8. Notice of Annual Directors Meetings. Written notice of all Annual Meetings of Directors must be given not less than ten (10) days and not more than sixty (60) days before the date of such Annual Meeting of Directors. Written notice must be provided to each Director entitled to vote at the applicable meeting. The written notice of the meeting will state the place, date and hour of the meeting, the means of remote communications, if any. A written waiver, signed by the Director entitled to notice of a meeting, or a waiver by electronic transmission by the person entitled to such notice, whether before or after the time stated in the notice will be deemed to be the equivalent to the Director receiving notice. Attendance at a meeting will constitute a waiver of notice of that meeting, except when such Director attends the meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business at such meeting because such meeting is not lawfully convened.

9. Notice of Special and/or Regular Directors Meetings. Written notice of all Special and Regular Meetings of Directors must be given not less than two (2) days before the date of such Special or Regular Meeting of Directors. Written notice must be provided to each Director entitled to vote at the applicable meeting. The written notice of the meeting will state the place, date and hour of the meeting, the means of remote communications, if any, and, in the case of a Special or Regular Meeting of Directors, the purpose, or purposes for which such meeting is called. A written waiver, signed by the Director entitled to notice of a meeting, or a waiver by electronic transmission by the person entitled to such notice, whether before or after the time stated in the notice will be deemed to be the equivalent to the Director receiving notice. Attendance at a meeting will constitute a waiver of notice of that meeting, except when such Director attends the meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business at such meeting because such meeting is not lawfully convened.

10. Unanimous Consent of Directors In Lieu of Meeting. Any action taken at any Annual Meeting of Directors and/or Special Meeting and/or Regular Meeting of Directors may be taken without a meeting, without prior notice and without a vote if a consent or consents in writing, setting forth the action to be taken, is signed by all of the voting Directors.

11. Quorum. The holders of a majority of the Directors shall constitute a quorum at all meetings of the Board for the transaction of business. If, however, such quorum shall not be present (or represented) at any meeting of the Board, the Directors present in person shall have power to adjourn the meeting, without notice other than announcement at the meeting, until such time as a quorum shall be present. At such reconvened meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed.
12. Voting. In all matters, any act of the Board must be passed by an affirmative vote of the majority of Board present in person at the meeting and entitled to vote on the matter, unless the vote of a greater number of Directors is required by law, the Corporation's Articles of Incorporation, or these Bylaws.
13. Organization. Meetings of the Board shall be presided over by the President of the Corporation or, if the President is unavailable, by a Director chosen at the meeting.

ARTICLE IV – Officers

1. Appointment of Officers. The officers of the Corporation (“Officers”) shall be chosen by a majority vote of the Board. The Officers shall be a: (a) President; (b) Secretary; and (c) Treasurer. In accordance with the procedures set forth in these Bylaws, the Board appoint such other Officers as are necessary to transact the business of the Corporation. At the Board's sole discretion, an Officer may hold one (1) or more Officer positions.
2. Term. Each Officer will hold office until a successor is duly appointed and qualified or until the Officer's death or until the Officer resigns or is removed as provided in these Bylaws.
3. Removal. Any officers may be removed by the Board for any reason or no reason by a majority vote of the Board at an Annual Meeting of the Board or a Special or Regular Meeting of the Board, pursuant to Section III. 6 and 7 above. An officer may be removed for cause by the CEO

should the officer act against the best interest of the certification program.

4. Vacancies. The Board may fill a vacancy in any office because of death, resignation, removal, disqualification, or otherwise.
5. President. The President shall have the following powers and responsibilities: preside at and prepare agenda for all meetings of the Executive Committee and the Board, and with the Board of Directors make all required chair appointments of all standing and ad hoc committees created, supervise the conduct of Board of Directors business and its activities, perform such other duties as prescribed by these Bylaws and the Board of Directors from time to time.
6. Secretary. The Secretary will perform the following duties: (a) prepare the minutes of the meetings of the Shareholders and meetings of the Board and keep the minutes book; (b) authenticate the records of the Corporation as required; (c) ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (d) act as custodian of the corporate records and of the corporate seal, if any, and ensure that the seal of the Corporation, if any, is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (e) keep a register of the post office address of each Shareholder; (f) sign, along with the President, certificates for shares of the Corporation, the issuance of which will have been authorized by resolution of the Board; (g) have general charge of the Shareholders' List of the Corporation; and (h) perform all duties incidental to the office of Secretary and any other duties as from time to time may be designated by the President or the Board.
7. Treasurer. Subject to the control and supervisory powers of the Board, the powers and duties of the Treasurer shall: (a) keep accurate financial records for the Corporation; (b) submit to the President and the Board, as requested, an account of all transactions by the Treasurer and the financial condition of the Corporation; (c) prepare and submit to the Board annual reports detailing the financial status of the Corporation; and (d) perform all other duties and carry out

other responsibilities as prescribed by the Board or the President.

8. Delegation of Authority. The Board reserves the authority to delegate the powers of any Officer to any other Officer or agent, notwithstanding any provision in these Bylaws.
9. Vacancies. If the office of President, Secretary or Treasurer becomes vacant for any reason, the Board, by majority vote, may choose a successor or successors who shall hold office for the unexpired term.

ARTICLE V - Committees

1. Appointment. The Board may designate one (1) or more committees and each such committee shall have one (1) or more of the Directors. The Board may designate one (1) or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.
2. Powers. The committee or committees, to the extent comprised of only voting members of the Board and as permitted by the Board, will have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all documents. Committees shall not have the power to: (a) approve or adopt any action or matter expressly required by the Colorado Business Corporation Act to be submitted to Shareholders for approval; or (b) adopt, amend, or repeal any portion of these Bylaws.
3. Tenure. Each member of a committee will serve at the pleasure of the Board.
4. Resignation and Removal. Any member of a committee may be removed at any time, with or without cause, by a resolution adopted by a majority of the full Board. Any member of a committee may resign from the committee at any time by giving written notice to the President.
5. Vacancies. Any vacancy in a committee may be filled by a majority of the full Board.

6. Committee Procedures. Each committee will elect a presiding officer from its members and may fix its own rules of procedure provided they are not inconsistent with these Bylaws. Each committee will keep regular minutes of its proceedings, and report those minutes to the Board at the first subsequent meeting of the Board.

ARTICLE VI - Indemnification

1. Scope. Each person who acts as a Director, Officer and/or Committee Member of the Corporation or who is an employee of the Corporation, shall be indemnified by the Corporation to the maximum extent permitted by law against expenses and damages actually and necessarily incurred by him/her, when incurred, in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of his/her being or having been a Director, Officer, Committee Member, or employee of the Corporation, including any judgments rendered or damages assessed, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding, to be liable for gross negligence or willful misconduct in the performance of his/her duties.
2. Continuing Effect. The right of indemnification provided herein shall inure to each Director, Officer, Committee Member and employee whether or not he/she is such a Director, Officer, Committee Member or employee at the time such costs or expenses are imposed or incurred, and in the event of his/her death shall extend to his/her heirs and assigns.

ARTICLE VII - Amendment

1. Amendment. These Bylaws may be altered, amended or repealed only by the affirmative vote of a majority of the Shareholders at any meeting at which a quorum is present, or by the affirmative vote of a majority of the Board at any meeting of the Board at which a quorum is present, or by the unanimous written consent of the Board, provided that such Shareholders or Directors, as the case may be, shall have been provided with the proposed alteration, amendment or repeal in the written notice of such meeting; and further provided, however, that no change of the date,

time or place for the election of Directors shall be made less than sixty (60) days prior to the date on which such election is to be held. In the event of a proposed change of the date, time or place of the election of the Board of Directors, notice thereof shall be given to each Shareholder at least twenty days (20) prior to such election.