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** BOARD CERTIFIED
REAL ESTATE LAWYER

*** BOARD CERTIFIED
CIVIL TRIAL LAWYER
AND CERTIFIED MEDIATOR

ADDITIONAL JURISDICTIONS

*ADMITTED IN ILLINOIS
**ADMITTED IN U.S. VIRGIN ISLANDS
***ADMITTED IN MICHIGAN
†ADMITTED IN WASHINGTON, D.C.
††ADMITTED IN OHIO
†††LL.M. IN OCEAN AND COASTAL LAW
*ADMITTED IN WISCONSIN

March 9, 2001

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

RE: Sarasota Medical Technologies, Inc.

To Whom It May Concern:

Enclosed please find the following:

1. An original and one copy of the Articles of Incorporation of Sarasota Medical Technologies, Inc. and Acceptance of Registered Agent for filing with the State.

2. A check in the amount of \$78.50 which represents the \$70.00 state filing fee and the \$8.75 fee to obtain a certified copy of filing.

Please file stamp the copy of the Articles of Incorporation and send the same along with receipt of payment and the certified copy to Kate Smith, Esq., c/o Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237. Thank you for your attention to this matter.

Very truly yours,

ICARD, MERRILL, CULLIS,
TIMM, FUREN & GINSBURG, P.A.

Katherine L. Smith

Katherine L. Smith

KLS/maf

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR 12 PM 3:08

FILED

**ARTICLES OF INCORPORATION
OF
SARASOTA MEDICAL TECHNOLOGIES, INC.**

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01 MAR 12 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation ("Corporation") is: Sarasota Medical Technologies, Inc.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any lawful act, activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 8222 60th Street Circle East, Suite 206, Sarasota, FL 34243.

ARTICLE V - CAPITAL STOCK

The shares of stock of the Corporation shall consist of only one class of stock. The number of shares of stock this Corporation is authorized to issue and have outstanding is one thousand (1,000) shares of Common Stock, having a par value of \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The initial street address of the Corporation's registered office is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237. The initial registered agent for the Corporation at that address is Katherine L. Smith, Esq.

ARTICLE VII - DIRECTORS

The initial Board of Directors shall consist of two (2) Member(s). The name(s) and address(es) of the person(s) who will serve on the initial Board of Directors is/are:

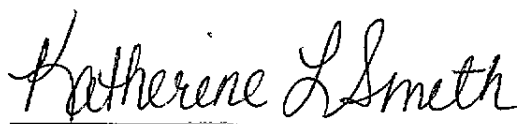
<u>Name</u>	<u>Address</u>
Todd C. Jenkins	8222 60 th Street Circle East Apt. #206 Sarasota, FL 34243
John Zyznomysky	8233 60 th Street Circle East Apt. #612 Sarasota, FL 34243

ARTICLE VIII - INCORPORATOR

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is/are:

<u>Name</u>	<u>Address</u>
Katherine L. Smith, Esq.	2033 Main Street, Suite 600 Sarasota, FL 34237

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of March, 2001.



Katherine L. Smith, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Special Edition Enterprises, Inc. at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Katherine L. Smith

Katherine L. Smith, Registered Agent

Date: March 9, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA