

Via Certified Mail

LAW OFFICE OF
MARTIN E. WALL

SUITE 207
THE 2001 BUILDING
2001 NINTH AVENUE
VERO BEACH, FLORIDA 32960-6438

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October 4, 2002

New Filings Section
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: Compass Medical, Inc., a Florida corporation.

Dear Friends:

Enclosed, please find the original and a copy of the Articles of Incorporation for the referenced new corporation. The Registered Agent designation and acceptance is attached to the Articles. Also enclosed is my trust account check, payable to your office in the amount of \$78.75, in satisfaction of the various fees. Please certify the photocopy of the Articles and send it, along with the receipt, to me at my above-indicated post office box address. Please telephone me, should there be any questions about this matter. As always, your assistance will be appreciated.

Sincerely yours,

Martin E. Wall

Martin E. Wall

Enclosures.

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

COMPASS MEDICAL, INC.

A Florida Corporation

I, the undersigned person, hereby subscribe to and present these Articles of Incorporation for purpose of forming a corporation pursuant to and under the Laws of the State of Florida, as the same provide for the formation, rights, privileges, immunities, and liabilities of a corporation for profit.

ARTICLE FIRST

NAME

The name of the Corporation is COMPASS MEDICAL, INC., and it shall hereinafter be referred to as the "Corporation".

ARTICLE SECOND

DURATION

The Corporation shall have perpetual existence.

ARTICLE THIRD

PURPOSE

The general nature of the business, objects, and purposes proposed to be transacted, promoted, and carried on by the Corporation are to do any and all the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do the same; to-wit:

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TALLAHASSEE, FLORIDA

- A. To carry on any lawful business activity;
- B. To exercise any and all powers conferred upon corporations for profit pursuant to the provisions of Chapter 607, Florida Statutes, and any such powers and rights which may subsequently be enacted into law in the State of Florida, in regard to the business activities of the Corporation both within and without the State of Florida; and
- C. To do all and everything necessary and proper for the accomplishment of any and all the purposes or the attainment of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or, of any Amendment hereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee, or otherwise; and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the obtainment of the objects as set forth in these Articles of Incorporation or, of any Amendment hereto.

The foregoing paragraphs of this Article Third of these Articles of Incorporation shall be construed and understood as enumerating both objects and powers of the Corporation; and, it is hereby expressly provided that the foregoing enumeration of specific powers and purposes of the Corporation shall not be held to limit or otherwise restrict its powers and business activities, save as expressly provided by law.

ARTICLE FOURTH

CAPITAL STOCK

The capital stock of the Corporation shall consist of one thousand (1000) shares thereof at a par value of One Dollar (\$1.00) per share, fully paid and non-assessable. The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or

in property, labor, or services, at a just valuation to be fixed by the Directors of the Corporation. Property or labor may also be purchased with the capital stock of the Corporation at such valuation as shall be fixed by the Directors thereof.

Any and all such shares of stock shall not be liable for any further call or assessment or for any other payment thereupon. The shares of stock to be issued by the Corporation shall be subject to the following provisions and restrictions, upon and in regard to any and all sales and transfers thereof; to-wit:

In the event that a shareholder in the Corporation, by which term is included the executors, administrators, guardians, conservators, heirs, legatees, personal representatives, creditors, lienors, and trustees, as well as the attorneys-in-fact, agents, nominees, and proxies, of any such shareholder, shall desire to sell, assign, give, or otherwise transfer any such share-holder, shall desire to sell, assign, give, or otherwise transfer any shares of stock in the Corporation, then, in any such event, the person or entity desiring to do so must, by giving thirty (30) days written notice of such desire or intention to a majority of the members of the Board of Directors of the Corporation, afford the Corporation the right and privilege to purchase said shares of stock at a price equal to a bona fide firm offer for the same, in writing, made to such shareholder for the purchase of such share or shares of stock of the Corporation by a person, firm, corporation or other entity which is ready, willing, and able to purchase said stock at the price so offered to be paid; and, no stock of the Corporation shall be transferred upon its books, unless the foregoing requirements in regard thereto shall have been fully complied with, and any attempt to transfer such stock in any other manner shall be void and ineffective.

ARTICLE FIFTH

INITIAL CAPITAL

The amount of capital with which the Corporation shall begin business is One Thousand (\$1,000.00) Dollars.

ARTICLE SIXTH

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation shall be situate at 1950 Compass Cove, Vero Beach, Indian River County, Florida 32963, which shall also be the mailing address of the Corporation.

ARTICLE SEVENTH

REGISTERED AGENT AND OFFICE

The Registered Agent of the Corporation shall be NANCY V. WELTER, and the Registered Office of the Corporation shall be situate at 1950 Compass Cove, Vero Beach, Indian River County, Florida 32963.

ARTICLE EIGHTH

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed and conducted by its Board of Directors. The initial Board of Directors shall consist of the persons whose names are hereinafter set forth and who shall serve until such time as may be established in the By-Laws of the Corporation for the first annual meeting of the Board of Directors or, until their resignation, whichever shall first occur. The By-Laws of the Corporation shall provide for the number of Directors, save for the number of initial members thereof, as aforewritten.

The names and addresses of the initial members of the Board of Directors of the Corporation, together with the Offices held by them, are as follows:

NANCY V. WELTER	President	1950 Compass Cove Vero Beach Indian River County Florida 32963
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MARGARET MOLTER	Vice President	8935 – 106 th Avenue Vero Beach Indian River County Florida 32967
RACHEL WELTER	Secretary	1950 Compass Cove Vero Beach Indian River County Florida 32963
JENNIFER WELTER	Treasurer	1950 Compass Cove Vero Beach Indian River County Florida 32963

ARTICLE NINTH

INCORPORATOR

The name and address of the Incorporator hereunder is as follows:

MARGARET MOLTER	8935 – 106 th Avenue Vero Beach Indian River County Florida 32967
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ARTICLE TENTH

SPECIAL PROVISIONS

The By-Laws of the Corporation may prescribe the number of Directors necessary for purpose of constituting a quorum of the Board of Directors, which number may be less than a majority of the whole Board of Directors.

In the event of a vacancy on the Board of Directors, on account of the death, resignation, disqualification or incapacity of a Director of the Corporation, such vacancy shall be filled for the unexpired term thereof by the affirmative vote of a majority of the remaining Directors.

In the event of any increase in the number of Directors of the Corporation by action of its Board of Directors, the additional number of Directors so authorized shall be elected by the affirmative vote of a majority of the Directors then in office.

In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is hereby expressly authorized as follows:

A. To make, alter, amend, or repeal the By-Laws of the Corporation, subject to the By-Laws adopted by the shareholders, if any;

B. If the By-Laws of the Corporation so provide, to designate by resolution two (2) or more of their number to constitute an Executive Committee of the Board of Directors, which Executive Committee, to the extent provided for in the resolution or in the By-Laws of the Corporation, shall have and may exercise any and all the powers of the Board of Directors in the management of the business, affairs, and property of the Corporation during the intervals between the meetings of the Board of Directors, and insofar as may be permitted by law; and

C. To determine, from time to time, whether and to what extent, and at which times and places, and under which conditions and regulations, the accounts and books of the Corporation, other than the stock ledger, or any of them, shall be open to inspection by the shareholders; and, no shareholder of the Corporation shall have the right of inspection of any account, book, or document of the Corporation, save as such right may be conferred by statute, unless so authorized by resolution of the stockholders of the Corporation or of its Board of Directors.

At any meeting of its Board of Directors, the Corporation may sell, lease, or exchange any or all its property and assets, including its good will and its corporate business, upon such terms and conditions, either for cash, the securities of another corporation or corporations, or for such other consideration as its Board of Directors may deem to be expedient and for and in the best interests of

the Corporation, when and as authorized by the written consent of the holders of record of at least two-thirds (66.6%) of the stock of each type which may be authorized, issued, and outstanding.

Both shareholders and members of the Board of Directors of the Corporation shall have power, if the By-Laws of the Corporation so provide, to hold their meetings either within or without the territorial limits of the State of Florida; to have one or more offices; and, subject to the Laws of the State of Florida, to keep books of the Corporation within or without the territorial limits of said State, in such place or places as the Board of Directors may, from time to time, designate.

No contract or other transaction between the Corporation and any other corporation shall, in the absence of fraud, be affected or invalidated by the fact that any one or more of the members of the Board of Directors of the Corporation is or are interested in or, is a director or officer or, are directors or officers, of any such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to or, may be interested in such contract of the Corporation or a contract in which the Corporation is interested; and, further, no contract, act, or transaction of the Corporation with any person or persons, firm, or corporation, in the absence of fraud, shall be affected or invalidated by reason of the fact that any member or members of the Board of Directors of the Corporation is a party or parties to or, is or are interested in such contract, act, or transaction or, is or are, in any way, connected with such person or persons, firm or corporation; and, each and every person who may become a member of the Board of Directors of the Corporation is hereby relieved from any liability which might otherwise exist from such contracting with the Corporation for the benefit of that person or the benefit of any firm, association, or corporation in which that person may be interested.

Any member of the Board of Directors of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company, firm, or entity, without regard to the fact that such Director is also a member of the Board of Directors of the Corporation, as

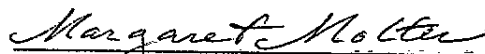
well as an officer, director, or shareholder of such other subsidiary or controlled company, firm, or entity.

ARTICLE ELEVENTH

AMENDMENTS

These Articles of Incorporation may be amended only in accordance with the provisions set forth and contained in Chapter 607, Florida Statutes, or in any corresponding provisions thereof which may hereafter be enacted into law.

IN WITNESS WHEREOF, the undersigned Incorporator has made and subscribed to these Articles of Incorporation, for the uses and purposes herein set forth and expressed at Vero Beach, Indian River County, Florida, this 3rd day of October, 2002.



MARGARET MOLTER

8935 -106th Avenue

Vero Beach

Indian River County

Florida 32967

Incorporator

STATE OF FLORIDA)
COUNTY OF INDIAN RIVER)

ACKNOWLEDGMENT

PERSONALLY APPEARED, this day, before me, an Officer duly qualified and authorized to take acknowledgments, MARGARET MOLTER, to me well known and known to me to be the person who executed the foregoing or attached Articles of Incorporation of COMPASS MEDICAL, INC., a Florida corporation, and she acknowledged to and before me that she made and subscribed to the same, for the uses and purposes therein set forth and contained.

Said MARGARET MOLTER provided to me the following type of identification:

Personally known Said individual did not take an oath in regard to her acknowledgments of said instrument.

IN WITNESS WHEREOF, see my Hand and Official Seal at Vero Beach, Indian River County, Florida, this 3rd day of October, 2002.



Florence Powell
My Commission DD032228
Expires June 07 2005

Florence Powell

FLORENCE POWELL
Notary Public, State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA;
AND, NAMING REGISTERED AGENT FOR SERVICE OF PROCESS

Pursuant to the provisions of Sections 48.091 and 607.0501, Florida Statutes, the following information is hereby submitted to the Division of Corporations of the Florida Department of State, in compliance therewith:

That COMPASS MEDICAL, INC., desiring to organize as a corporation pursuant to and under the Laws of the State of Florida, with its Registered Office as indicated in its Articles of Incorporation to be at:

1950 Compass Cove, Vero Beach, Indian River County, Florida 32963

has named NANCY V. WELTER, of said address, as its Registered Agent, for purpose of accepting service of process within the State of Florida, for and in-behalf of said Corporation.

DATED, this 31st day of October, 2002.

COMPASS MEDICAL, INC.,
a Florida corporation

by Margaret Molter
MARGARET MOLTER
as Incorporator

ACCEPTANCE

HAVING BEEN named to accept service of process for and in-behalf of COMPASS MEDICAL, INC., a Florida corporation, at the place set forth above in this Certificate, I hereby accept such designation and agree to act in said capacity as Registered Agent for and in-behalf of said Corporation; and, further, I hereby agree to comply with the applicable provisions of the Florida Statutes, regarding the keeping open of said Registered Office, and I hereby declare that I am familiar with the statutory requirements in regard to said position as Registered Agent.

DATED, at Vero Beach, Indian River County, Florida, this 3rd day of October, 2002.

Nancy V. Welter
NANCY V. WELTER
1950 Compass Cove
Vero Beach, Indian River County,
Florida 32963
as REGISTERED AGENT, for and in-behalf of
COMPASS MEDICAL, INC.,
a Florida corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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