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T. SCOTT FRAZIER  
DAVID E. TERRY

TELEPHONE (407) 840-1000  
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January 23, 1996

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

FEDERAL EXPRESS  
AIRBILL NO. 6629298852

Re: Incorporation of IZZO MED, INC.  
Our File No. 883/9601

400001595914  
-01/24/96--01069--008  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:


Enclosed herewith please find the Articles of Corporation and a copy of same for the above referenced corporation, and our firm's check in the amount of \$122.50, representing the following fees:

Filing Fee . . . . .	\$35.00
Certified Copy . . . . .	\$52.50
Registered Agent Designation . . . . .	\$35.00

Please certify the enclosed copy, and return same to this office as soon as possible. We are enclosing a self-addressed, stamped envelope for expeditious return of the filed certified copy.

If you have questions regarding this matter, please do not hesitate to contact our offices immediately. Thank you for your cooperation regarding this matter.

Very truly yours,

  
David E. Terry

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
96 JAN 24 AM 8:13

DET/sh

RE JAN 26 1995.

Enclosures

B:2308

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ARTICLES OF INCORPORATION

OF

IZZO MED, INC.

ARTICLE I - NAME

The name of this corporation is "IZZO MED, INC."

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of ONE DOLLAR (\$1.00) par value Series One Voting Common Stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 255 South Orange Avenue, Suite 1501, Orlando, Florida, 32301, and the name of the initial registered agent of this corporation at that address is DAVID E. TERRY. The principal place of business of the corporation is 115 Palmer Avenue, Winter Park, Florida 32789.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time

to time by the By-Laws but shall never be less than one (1). The name and address of the initial director is as follows:

IZZAT SOUS AZIS SOUS                      115 Palmer Avenue  
Winter Park, Florida 32789

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is as follows:

David E. Terry                                      255 South Orange Avenue  
Suite 1501  
Orlando, Florida 32801

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

If any two or more shareholders or subscribers to stock of the corporation shall enter into an agreement abridging, limiting or restricting the rights of any one or more of them to sell, assign, transfer, mortgage, pledge, hypothecate, or transfer on the books of the corporation, any or all of the stock of the corporation held by them, and if a copy of said agreement shall be filed with the corporation, all certificates of shares of stock subject to such abridgements, limitations, or restrictions shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of such agreement or bylaw, as the case may be.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23<sup>rd</sup> day of January, 1996.

  
David E. Terry

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing was acknowledged before me on the 23<sup>rd</sup> day of January, 1996 by David E. Terry who executed the foregoing instrument for the purposes expressed therein and is/are either:

personally known to me; or  
produced \_\_\_\_\_ as  
identification,

and did not take an oath.

Sharon Hill  
Notary Public (Signature)



SHARON HILL  
My Commission CG440519  
Expires Feb. 20, 1997  
Bonded by HAI  
800-422-1886

(Insert Notarial Stamp Above)

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of IZZO MED, INC.

David E. Terry  
David E. Terry

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of IZZO MED, INC.

David E. Terry  
David E. Terry

DET/ah  
883/9601  
B:2305

96 JAN 21 AM 9:13  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS