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ROBERTO U. FERNANDEZ

8000 W 28 COURT, #103

Hialeah, FL 33018

Phone/Fax No. (305) 512-4811

July 29, 2002

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*****122.50 *****78.75

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Dear Sir/Madam:

Please find enclosed the Articles of Incorporation of:

AGA MEDICAL EQUIPMENT CORPORATION.

We are also attaching herewith a check payable to the Secretary of State in the amount of \$ 122.50, to cover for its filing fees.

Sincerely,


Registered Agent

FILED
02 AUG -5 PM 2:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**NOTE: SHOULD YOU HAVE ANY QUESTION REGARDING THE ABOVE, PLEASE
CALL ROBERTO U. FERNANDEZ 305-512-4811**

D. WHITE AUG -6 2002

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**ARTICLES OF INCORPORATION
OF
AGA MEDICAL EQUIPMENT
CORPORATION.**

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE

The name of the corporation is AGA MEDICAL EQUIPMENT CORPORATION.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which this corporation is organized is the transaction of any or all-lawful business for which corporations may be incorporated under the Florida Corporation Act.

The Corporation's principal office is located at:

9500 N.W. 77 AVE. Suite 28
Hialeah, FL 33016

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 100, of the par value of ONE DOLLAR (\$ 1.00) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares, consideration of the value of: \$ 100.00, consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is: 8000 W 28TH COURT, Unit. 103 HIALEAH, FL 33018, and the name of its initial registered agent at such address is Roberto U. Fernandez.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is 1, and the name(s) and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Position	Address
Angel G. Alvarez	President/Secretary	6081 W 24 TH Ave. Hialeah, FL 33016

ARTICLE EIGHT

The name and address of each incorporator is:


Name	Mailing Address
Angel G. Alvarez	6081 WEST 24TH AVE. HIALEAH, FL 33016

ARTICLE NINE

The name and address of the person signing these articles is:

Angel G. Alvarez	6081 WEST 24TH AVE. HIALEAH, FL 33016
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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31th day of July, 2002.



Subscriber

FILED
02 AUG -5 PM 2:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

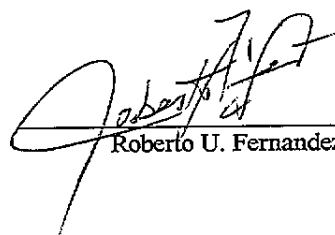
ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

The undersigned, named as Resident Agent in the Articles of Incorporation of:

AGA MEDICAL EQUIPMENT CORPORATION.

does hereby accept the designation of Resident Agent and agrees to perform those duties until and unless removed by the Board of Directors of said corporation.

Dated in Hialeah, Miami-Dade County, Florida this 31ST of July, 2002.



Roberto U. Fernandez