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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

300001510293
-06/09/95--01097--003
*****70.00 *****70.00

SUBJECT: CI MEDICAL, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Andrew R. Friedman, Esq.
(Name of Person)
Zwick, Friedman & Goldbaum, P.A.
(Firm/Company)
The Plaza, Suite 801
5355 Town Center Road
(Address)
Boca Raton, Florida 33486
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Andrew R. Friedman at (407) 395 - 5511 .
(Name of Person) Area Code & Daytime Telephone Number

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 12 PM 12:15

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. CI Medical, Inc.
(Name of corporation must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated) 3. _____
(FEI number, if applicable)

4. October 11, 1994
(Date of incorporation) 5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Will not transact business in Florida before this registration becomes effective.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.1505, F.S.)

7. 503 Haviland Road

Stamford, CT 06903
(Current mailing address)

8. Sale of engorgement bra systems
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. **Name and street address of Florida registered agent:**

Name: Michael Miller

Office Address: 6600 West Rogers Circle

Boca Raton, **Florida**, 33487
(Zip Code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

X _____
(Registered agent's signature)

11. **Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.**

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Michael Miller

Address: 6600 West Rogers Circle
Boca Raton, FL 33487

Vice Chairman: _____

Address: _____

_____

Director: Arnold A. Lord

Address: 503 Haviland Road
Stamford, CT 06903

Director: Steve Miller

Address: 171 East 84th St., Apt. 6A
New York, NY 10028

B. OFFICERS

President: Steve Miller

Address: 171 East 84th St., Apt. 6A
New York, NY 10028

Vice President: Arnold A. Lord

Address: 503 Haviland Road
Stamford, CT 06903

Secretary: Arnold A. Lord

Address: 503 Haviland Rd.
Stamford, CT 06903

Treasurer: Arnold A. Lord

Address: 503 Haviland Rd.
Stamford, CT 06903

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

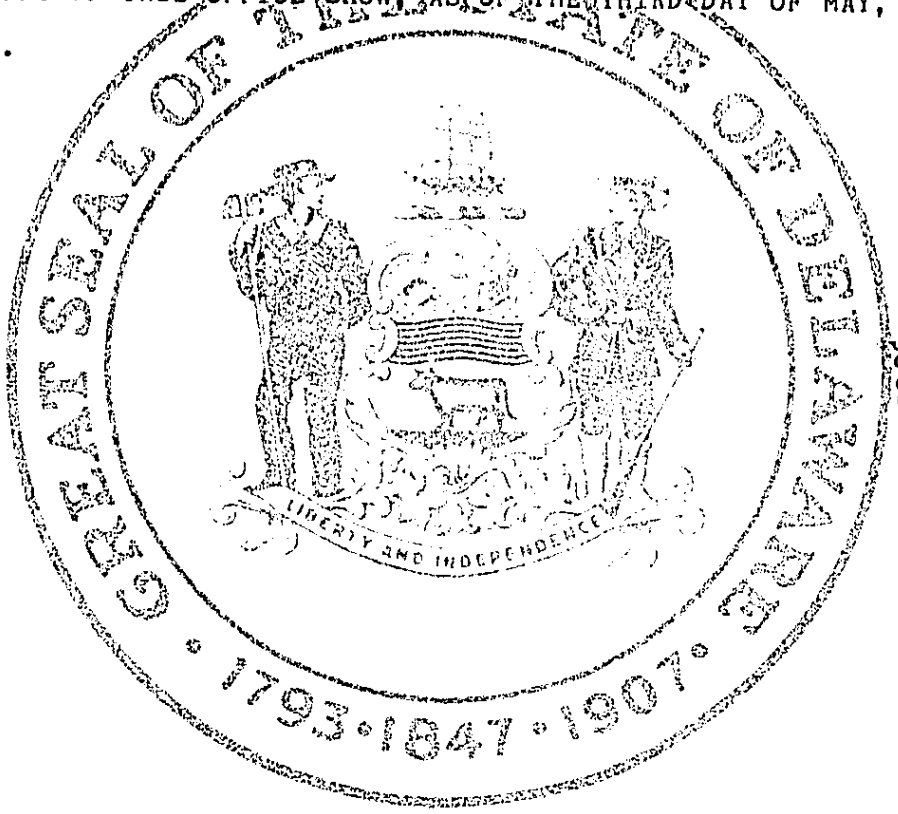
13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Arnold A. Lord, Vice President
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CI MEDICAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF MAY, A.D. 1995.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

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AUTHENTICATION: 7494237

DATE: 05-03-95