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December 8, 1997

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-12/09/97-01067--004
*****70.00 *****70.00

RE: CyberMedical Systems, Ltd., a Bahamas corporation (the "Company")

Dear Sir or Madam:

On behalf of the captioned Bahamas corporation, and in accordance with the requirements of Section 607.1503, Florida Statutes, I am enclosing a completed and executed Application by Foreign Corporation for Authorization to Transact Business in Florida, together with a certified copy of the Company's Memorandum of Association, dated November 3, 1997 (stating the Company's legal name to be "CyberMedical Systems Ltd."), an instrument executed by the Company's Chairman and President certifying to the existence of a director resolution which has adopted the name, "CyberMed Systems, Inc.," for use by the Company in connection with its transaction of business in the State of Florida, and a check in the amount of \$70. We request that your office issue a certificate of authorization which will enable the Company to transact business in Florida.

Please return all correspondence concerning this matter to me at the above address.

Yours truly,


Jeremy P. Ross

JPR/bar
Enclosure
cc: Joseph M. Looney, Jr.
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#12/16

CYBERMEDICAL SYSTEMS LTD.
A Company Incorporated under The International
Business Companies Act of the Bahamas, 1989

The undersigned, in his capacity as Chairman of the Board of Directors and President of CyberMedical Systems Ltd., a Bahamas corporation (the "Company"), hereby certifies the following to constitute a complete and correct copy of a resolution consented to by written action of all Board members taken as of Saturday, December 6, 1997:

Director Resolution Consented to by Written Action

RESOLVED THAT:

Having determined it to be in the best interests of CyberMedical Systems Ltd. (the "Company") for an application to be filed with the Florida Department of State (the "Department") seeking the issuance therefrom of a certificate of authorization for the Company to transact business, as a foreign corporation, in the State of Florida, and having been advised by the Department that the Company's legal name is the same as that of a separate Florida corporation which was subjected to administrative dissolution proceedings undertaken against it in September 1997, and that, consequently, such name is currently unavailable for use within the State of Florida by the Company, the Board of Directors, acting in accordance with the provisions of Section 607.1506(1)(b), Florida Statutes, hereby adopts the alternate name of CYBERMED SYSTEMS, INC., for use in connection with the conduct of its business affairs within Florida; and each of the Company's officers is hereby authorized and directed to file a copy of this resolution with the Department, and to take all other actions required by applicable Florida statutory law so as to enable the Company to obtain the required certificate of authorization.

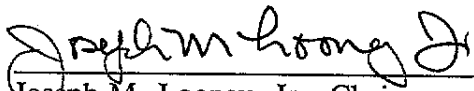
Dated: December 6, 1997

/s/Joseph M. Looney, Jr., Director

/s/Allan F. Brack, Director

/s/Charles T. Orsatti, Director

In Witness Whereof, I have executed this instrument in accordance with the requirements of Section 607.0120, Florida Statutes.



Joseph M. Looney, Jr., Chairman and
President

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**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. CYBERMEDICAL SYSTEMS LTD.
(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 so contained in the name at present.)
2. Commonwealth of The Bahamas
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. November 14, 1997
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. December 15, 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 649 Snug Island
Clearwater, FL 34630-1830
(Current mailing address)
8. Transact any lawful business for which corporations may be incorporated under
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
Florida law.
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Jeremy P. Ross

Office Address: 220 South Franklin Street
Tampa, Florida, 33602
(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.


(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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Joseph M. Looney, Jr.

Address: 649 Snug Island

Clearwater, FL 34630-1830

Director:

~~Vice Chairman~~ Allan F. Brack

Address: Landgraf-Philipp-Ring 17,

D-61348 Bad Homburg, Federal Republic of Germany

Director: Charles T. Orsatti

Address: 843 Harbor Island

Clearwater, FL 33767

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Joseph M. Looney, Jr.

Address: 649 Snug Island

Clearwater, FL 34630-1830

Vice President: John E. Scharf

Address: 13 Sunnypoint Court

Oldsmar, FL 34677

Secretary: John E. Scharf

Address: 13 Sunnypoint

Oldsmar, Florida 34677

Treasurer: Joseph M. Looney, Jr.

Address: 649 Snug Island

Clearwater, FL 34630-1830

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

13. Joseph M. Looney Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joseph M. Looney, Jr.
(Typed or printed name and capacity of person signing application)

COMMONWEALTH OF THE BAHAMAS
THE INTERNATIONAL BUSINESS COMPANIES ACT, 1989
MEMORANDUM OF ASSOCIATION

OF
CYBERMEDICAL SYSTEMS LTD

NAME

1. The name of the Company is: CyberMedical Systems Ltd.

REGISTERED OFFICE

2. The Registered Office of the Company will be at McKinney, Turner & Co., Oakbridge House, #6 West Hill Street, P.O. Box N-8195, Nassau, Bahamas.

REGISTERED AGENT

3. The Registered Agent of the Company will be McKinney, Turner & Co., Oakbridge House, #6 West Hill Street, P.O. Box N-8195, Nassau, Bahamas.

GENERAL OBJECTS AND POWERS

4. (1) The objects for which the Company is established are:
 - (a) To establish, operate, manage and maintain laboratories and other facilities for the purpose of medical research and development including research and development of sensor technology and non-invasive vital sign monitoring and for the purpose of carrying out researches, investigations and experimental work of every description in relation to advanced medical, surgical and diagnostic technologies and the application and use of such technologies; and for the attainment of these objects to enter into arrangements with authorities throughout the world (whether such authorities shall be local, government or otherwise) that may seem conducive to the Company's objects or any of them and to obtain from any such authority any rights, privileges and concessions which the Company may so desire to obtain and carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

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- (b) To buy, sell, manufacture, produce, design, construct, assemble, install, furnish, equip, repair, service, purchase or otherwise acquire, sell, import, export, distribute, exchange and otherwise deal in and with hospital, surgical, physicians' and medical supplies, equipment, instruments, technologies, furniture and apparatus and pharmaceuticals, and to deal in and with laboratory and scientific supplies and equipment and materials of all kinds.
 - (c) To carry on the business of makers and dealers in digital sensors for health care and surgical instruments appliances for the relief of defects of body and to make and deal in all requisites for hospitals, patients and invalids.
 - (d) To sell, dispose of, produce, purchase or otherwise acquire, modify and deal in any and all kinds of raw materials, semi-finished or finished materials and to merchandise, sell and manufacture chemists' and physicians' supplies of all kinds; and to merchandise, sell and manufacture, at wholesale and retail, medicines and drugs.
 - (e) To carry out all or any of the objects of the Company and do all or any of the above things in any part of the world and either as principal, agent, or otherwise, and by or through agents or otherwise, and either alone or in conjunction with others.
 - (f) To engage in any act or activity that is not prohibited under any law for the time being in force in The Bahamas.
- (2) The Company may not:
- (a) carry on business with persons resident in The Bahamas;
 - (b) own an interest in real property situated in The Bahamas, other than a lease referred to in paragraph (e) of subclause (3);
 - (c) carry on banking or trust business;
 - (d) carry on business as an insurance or reinsurance company; or
 - (e) carry on the business of providing the registered office for companies.

- (3) For purposes of paragraph (a) of subclause (2), the Company shall not be treated as carrying on business with persons resident in the Bahamas if:
- (a) it makes or maintains deposits with a person carrying on business within the Bahamas;
 - (b) it makes or maintains professional contact with counsel and attorneys, accountants, bookkeepers, trust companies, management companies, investment advisers or other similar persons carrying on business within the Bahamas;
 - (c) it prepares or maintains books and records within The Bahamas;
 - (d) it holds, within The Bahamas, meetings of its directors or members;
 - (e) it holds a lease of a property for use as an office from which to communicate with members or where books and records of the Company are prepared or maintained;
 - (f) it holds shares, debt obligations or other securities in a company incorporated under the International Business Companies Act, or;
 - (g) shares, debt obligations or other securities in the company are owned by any person resident in The Bahamas or by any company incorporated under the international Business Companies Act, 1989 or under the Companies Act.
- (4) The Company shall have all such powers as are permitted by law for the time being in force in The Bahamas, irrespective of corporate benefit, to perform all acts and engage in all activities necessary or conducive to the conduct, promotion or attainment of the objects or purposes of the Company.
- (5) The Company shall have all powers to settle its assets or property or any part thereof in trust or transfer the same to any other company whether for the protection of its assets or not and with respect to the transfer the Director may provide that the Company, its creditors, its members or any person having a direct or indirect interest in the Company or any of them may be the beneficiaries, creditors, members, certificate holders, partners or holders of any other similar interest.

- (6) The directors may by resolution of directors exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings and property or any part thereof, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.
- (7) Any sale, transfer, lease, exchange or other disposition of more than Fifty (50) percentum , by value of the assets of the Company and any mortgage or charge of the undertaking and property of the Company shall for the purposes of Section 78 of the Act be regarded as in the usual or regular course of the business carried on by the Company.
- (8) The Company shall exist for an indefinite term or until removed from the Register.

CURRENCY

5. Shares in the Company shall be issued in the currency of the United States of America.

AUTHORIZED CAPITAL

6. The authorized capital of the Company is United States Dollars Ten Thousand (US\$10,000.00).

CLASSES, NUMBER AND PAR VALUE OF SHARES

7. The authorized capital is made up of one class and one series of shares divided into 10,000,000 shares of par value US\$0.01 each. 10,000,000 shares thereof to be issued as registered shares and shares thereof issued to bearer with one vote for each share.

DESIGNATIONS, POWERS, PREFERENCES, ETC. OF SHARES

8. The designations, powers, preferences, rights, qualifications, limitations and restrictions of each class and series of shares that the Company is authorized to issue shall be fixed by resolution of directors. but the directors shall not allocate different rights as to voting, dividends, redemption or distributions on liquidation unless the Memorandum of Association shall have been amended to create separate classes of shares and all the aforesaid rights as to voting, dividends, redemption and distributions shall be identical in each separate class.

VARIATION OF CLASS RIGHTS

9. If at any time the authorized capital is divided into different classes or series of shares, the rights attached to any class or series (unless otherwise provided by the terms of issue of shares of that class or series) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or series and of the holders of not less than three-fourths of the issued shares of any other class or series of shares which may be affected by such variation.

RIGHTS NOT VARIED BY THE ISSUE OF SHARES PARI PASSU

10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

SHARES

11. The number of shares in the Company into which the share capital is divided may at the discretion of the Directors be issued as registered shares or as shares issued to bearer.

12. Shares in the Company may be transferred subject to the prior or subsequent approval of the Company as evidenced by a resolution of directors or by a resolution of members.

13. Registered shares may be exchanged and converted into shares issued to bearer and shares issued to bearer may be exchanged and converted into registered shares.

14. Any notice or other information required by the Act to be given to the holder of shares issued to bearer shall be given by publishing the same in a newspaper of general circulation in The Bahamas and in a newspaper in the place where the Company has its principal office.

AMENDMENT OF MEMORANDUM AND ARTICLES OF ASSOCIATION

15. The Company may amend its Memorandum of Association and Articles of Association by a resolution of members or by a resolution of directors.

DEFINITIONS

16. The meanings of words in this Memorandum of Association are as defined in the Articles of Association annexed hereto.

We DellaReece Darville and Gail Humes-Thompson of Oakbridge House, #6 West Hill Street, P. O. Box N-8195, Nassau, Bahamas for the purposes of incorporating an International Business Company under the laws of The Commonwealth of The Bahamas hereby subscribe our respective names to this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers	No. of shares taken by each Subscriber
1. DellaReece Darville Oakbridge House, #6 West Hill Street, P. O. Box N-8195, Nassau, Bahamas <u>DellaReece Darville</u>	One (1) Share <u>One (1) Share</u>
2. Gail Humes-Thompson Oakbridge House, #6 West Hill Street, P. O. Box N-8195, Nassau, Bahamas. <u>Gail Humes-Thompson</u>	One (1) Share <u>One</u>
Total Shares Taken	<u>Two</u>

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Dated this 3rd day of Nov. 1997.

Witness to the above signatures:

Beatrice L. Gardiner
Beatrice L. Gardiner

COMMONWEALTH OF THE BAHAMAS

Registrar General's Department

I certify the foregoing to be a true copy of the
original document.

Butler
Asst. Registrar General
November 14th 1997