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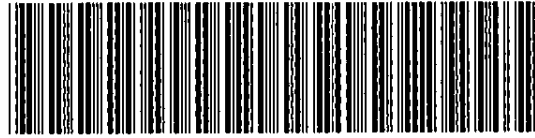
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers MAY 14 2010



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 382350 3623A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : May 13, 2010

ORDER TIME : 8:59 AM

ORDER NO. : 382350-005

CUSTOMER NO: 3623A

DOMESTIC FILING

NAME: WORLD ALLIANCE FOR WOUND AND
LYMPHEDEMA CARE USA, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Matthew Young - EXT. 2962

EXAMINER'S INITIALS: _____

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2010 MAY 13 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WORLD ALLIANCE FOR WOUND AND
LYMPHEDEMA CARE USA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned subscriber to these Articles of Incorporation is a nature person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE I – NAME

The name of the corporation is **WORLD ALLIANCE FOR WOUND AND LYMPHEDEMA CARE USA, INC.**, (hereinafter "Corporation").

ARTICLE II – PURPOSE OF INCORPORATION

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III – PROHIBITIONS

Not part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of the Corporation shall be carrying on of propoganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV - DIRECTORS

The Directors shall be elected by a majority vote of the Members of this Corporation. The Directors of the Corporation shall be:

JOHN MACDONALD

ROBERT CLINE

TERRY TREADWELL

whose mailing addresses shall be the principal address of the Corporation.

ARTICLE V - OFFICERS

The Officers shall be elected by a majority vote of the Directors of this Corporation. The Officers of the Corporation shall be:

President: JOHN MACDONALD

Vice President: ROBERT CLINE

Secretary: TERRY TREADWELL

Treasurer: JOHN MACDONALD

whose mailing address shall be the principal address of the Corporation.

ARTICLE VI - PRINCIPAL OFFICE

The principal office of this Corporation is 4401 NE 25th Avenue, Fort Lauderdale, Florida 33308 and the mailing address is the same.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of this Corporation is JOHN MACDONALD and his mailing address is 4401 NE 25th Avenue, Fort Lauderdale, Florida 33308.

ARTICLE VIII - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IX - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE X - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE XI - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE XII - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or Officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XIII - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 4401 NE 25th Avenue, Fort Lauderdale, Florida 33308. The name and address of the registered agent of this Corporation is JACK A. BAXTER, JR., ATTORNEY, located at 4530 North Federal Highway, Fort Lauderdale, Florida 33308.

ARTICLE XIV - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

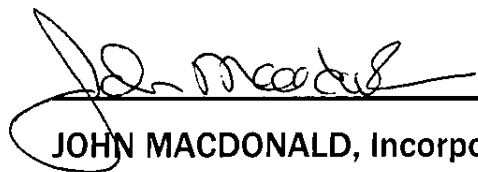
ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVI - DISSOLUTION

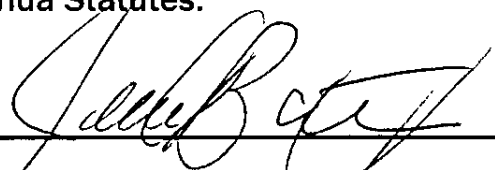
Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation under the laws
of the State of Florida this May 12, 2010.


JOHN MACDONALD, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

JACK A. BAXTER, JR., ATTORNEY, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.



JACK A. BAXTER, JR., Attorney

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TALLAHASSEE, FLORIDA