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ARTICLES OF INCORPORATION

OF

INTERNATIONAL LASER CORPORATION

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is: INTERNATIONAL LASER CORPORATION (the "Corporation").

SECOND: The street address of the initial principal office, and, if different, the mailing address of the Corporation is: c/o Joseph M. Filloy, CPA, New World Tower, Suite 700, 100 North Biscayne Boulevard, Miami, Florida 33132.

THIRD: The number of shares the Corporation is authorized to issue is: 1,000.

FOURTH: The street address of the Corporation's initial registered office and the name of the its initial registered agent at that office is: Joseph M. Filloy, CPA, New World Tower, Suite 700, 100 North Biscayne Boulevard, Miami, Florida 33132.

FIFTH: The name and address of the person who is to serve as the initial director of the Corporation is: Eric W. Shaw, Battle Fowler LLP, 75 East 55th Street, New York, NY 10022.

SIXTH: The name and address of the incorporator is: Janet R. Acosta, Battle Fowler LLP, 75 East 55th Street, New York, NY 10022.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of February, 2000.

Janet R. Acosta
Incorporator

SECRETARIAN

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as Registered Agent of INTERNATIONAL LASER CORPORATION contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.505 of the Florida Business Corporation Act.

Dated this 18 day of February, 2000

Joseph M. H

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