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WHALEN, McHALE & CONSIDINE

A Florida Professional Association

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Of Counsel
James S. Robinson

March 31, 2000

VIA UPS OVERNIGHT DELIVERY
Florida Department of State
Division of Corporations

Tallahassee, FL 32314

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****122.50 *****78.75

RE: BIOTRON HOLDINGS, INC.

Dear Sirs:

Please find enclosed for filing the original and one copy of the Articles of Incorporation of BIOTRON HOLDINGS, INC. Also enclosed is our corporate check in the amount of \$122.50 to cover the necessary filing fees.

If you should have any questions in regard to the above matter, please do not hesitate to contact this office at 800-749-1200. Thank you.

Sincerely,

Shirley M. Pucillo
Shirley M. Pucillo
Secretary to Timothy L. Whalen
Enclosures

Shirley Pucillo GAVE
AUTHORIZATION BY PHONE TO
CORRECT *1 agree. Date*
DATE *4-6-00*
DOC. EXAM *WC*

FILED
00 APR -3 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-6
[Signature]

ARTICLES OF INCORPORATION
OF
BIOTRON HOLDINGS, INC.

FILED
00 APR -3 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

BIOTRON HOLDINGS, INC.

The principal place of business of this corporation shall be 301 Clematis Street, Suite 200, West Palm Beach, Florida 33401.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK; ADDITIONAL CAPITAL

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of voting Class "A" common stock having one dollar (\$1.00) par value per share and 1,000 shares of non-voting Class "B" shares. The shares shall have the following rights and preferences:

A. Class "A" Shares. Class "A" shares shall be entitled to vote on the business of the corporation. Class "A" shares shall receive a preference in distributions, whether during the life of the corporation or upon dissolution, up to a lifetime total of two hundred dollars (\$200) per share. Thereafter, the shares shall be entitled to distributions on a equal basis to Class "B" shares.

B. Class "B" Shares. Class "B" shares shall be non-voting. Class "B" shares are subordinate in distribution rights to Class "A" shares as set forth herein.

C. Additional Capital. Upon the affirmative vote of a majority of the Class "A" shares issued and outstanding, the holders of each Class "A" share shall be required to contribute additional capital to the Corporation in an amount up to a total of One Thousand Dollars (\$1,000.00) per share. Said capital shall be due to the Corporation within twenty (20) days of said vote. In the event that payment is not timely made, then:

- 1.) the amount due shall bear interest at the rate of three percent (3%) per month, or portion thereof, until paid in full;
- 2.) all distributions on shares shall be paid first to the Corporation towards the retirement of any unpaid amounts;
- 3.) the Corporation may bring suit for a money judgment as to the unpaid amount, plus accrued interest, court costs and attorneys fees; and
- 4.) the holder of the shares on the date of the affirmative vote, and any person holding the shares at any time in the preceding six (6) months, shall be jointly and severally liable for the payment hereunder.

The foregoing notwithstanding, a shareholder may surrender his shares to the treasury of the corporation at any time within twenty (20) days of the affirmative vote referred to in this subpart and be relieved of any obligation to make additional capital contributions. Provided, however, that nothing herein shall be deemed to limit any right of any shareholder otherwise provided by Florida law.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 301 Clematis Street, Suite 200, West Palm Beach, FL 33401 and the name of the initial registered agent of the corporation at that address is Timothy L. Whalen.

ARTICLE V - TERM OF EXISTENCE

The corporation shall be formed as of March 27, 2000, and shall exist in perpetuity.

ARTICLE VI - DIRECTORS

This corporation shall have one director initially. The maximum number of directors of the corporation is seven (7). The names and addresses of the initial Board of Directors are:

John F. McRoberts
301 Clematis Street
Suite 200
West Palm Beach, FL 33401

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

John F. McRoberts
President/Secretary/Treasurer
301 Clematis Street
Suite 200
West Palm Beach, FL 33401

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Timothy L. Whalen
301 Clematis Street
Suite 200
West Palm Beach, FL 33401

ARTICLE IX - AMENDMENT


These Articles of Incorporation may be amended by a majority in interest of the shareholders of the corporation at a meeting duly called for such purpose.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this January 31, 2000.


Timothy L. Whalen, Subscriber

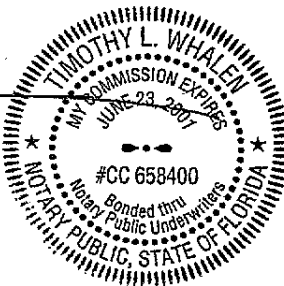
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 31 day of JANUARY, 2000 by Timothy L. Whalen, who is personally known to me or who has produced personally known as identification and who did (did not) take an oath.


Notary Public,
State of Florida at Large

My Commission expires:

My Commission Number:



**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

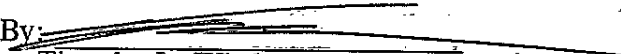
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00 APR -3 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That BIOTRON HOLDINGS, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of West Palm Beach, Florida, hereby appoints Timothy L. Whalen, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By: 
Timothy L. Whalen
Registered Agent

Dated: January 31, 2000