

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

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Corporation(s) Name

Endomed, Inc.

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<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
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To:

Melanie Strickland

Thank You!

T. SMITH MAY 17 2000

**ARTICLES OF INCORPORATION
OF
ENDOMED, INC.**

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: ENDOMED, INC.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: 1150 North 35th Avenue, Suite 520, Hollywood, Florida 33021.

THIRD: The number of shares the corporation is authorized to issue is: One Thousand (1,000) at a par value of \$1.00.

FOURTH: The street address of the initial registered office of the corporation is: c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

FIFTH: The names of addresses of the persons who are to serve as initial officers are:

Harvey P. Barton, President
1102 3rd Avenue, Suite 102
Huntington, WV 25701

Deidere Mullinex, CFO/Vice President
1102 3rd Avenue, Suite 102
Huntington, WV 25701

SIXTH: The name and address of the incorporator is: Melanie Strickland, 660 East Jefferson Street, Tallahassee, Florida 32301.

SEVENTH: The purpose for which the corporation is organized shall be to engage in any and all businesses and activities in which a business corporation may lawfully engage under the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EIGHTH: Granting Preemptive Rights; Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for purchase or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting Shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

Melanie Strickland
Melanie Strickland, Sole Incorporator

5-17-00
Date

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

C T Corporation System

Connie Bryan
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
Connie Bryan, Special Assistant Secretary

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