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DOMESTICATION

Noninvasivemed.com, Inc.

Certificate of Status	1
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CERTIFICATE OF DOMESTICATION

The undersigned, NED R. NASHBAN, Attorney-in-fact of NONINVASIVEMEDS.COM, INC., a foreign corporation, in accordance with *Fla. Stat.* 607.1801 does hereby certify:

1. The date on which corporation was first formed was May 30, 2000.
2. The jurisdiction where the above-named corporation was first formed, incorporated or otherwise came into being was the Cayman Islands.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was NONINVASIVEMEDS.COM, INC.
4. The name of the corporation, as set forth in its Articles of Incorporation, to be filed pursuant to §§607.0202 and 607.0401 with this Certificate is NONINVASIVEMEDS.COM, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was George Town in the Island of Grand Cayman.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to §607.1801.

I, Ned R. Nashban, Attorney-in-fact and Incorporator of Noninvasivemed.com, Inc., am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 4th day of January, 2001.

NONINVASIVEMEDS.COM, INC.

By: 

Ned R. Nashban, Esquire
Attorney-in-fact

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ARTICLES OF INCORPORATION
OF
NONINVASIVEMEDS.COM, INC.

I, Ned R. Nashban, the undersigned natural person, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the Corporation is Noninvasivemed.com, Inc.

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the of the Corporation is 2495 N.W. 39th Street, Boca Raton, FL 33431.

ARTICLE III

Purposes and Powers

The purposes for which the Corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV

Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue is ONE HUNDRED (100) shares, consisting of one class only, designated as "Common Stock," of the par value of ONE AND NO/100 DOLLARS (\$1.00) per share. This amount may be increased in accordance with the ByLaws of the Corporation.

Prepared By:
Ned R. Nashban, Esquire
Florida Bar No.: 717230
Quarles & Brady, LLP
1900 Glades Road, Suite 355
Boca Raton, Florida 33431
(561) 368-5400

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ARTICLE V**Directors**

The affairs of the Corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

ARTICLE VI**Right to Purchase Own Shares**

The Corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE VII**Initial Registered Office and Agent**

The address of the Initial Registered Office of the Corporation is 1900 Glades Road, Suite 355, Boca Raton, Florida 33431, and the name of its Initial Registered Agent at such address is Florida-Lawdock, Inc.

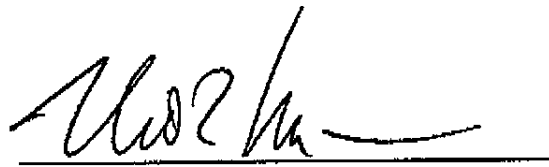
ARTICLE VIII**Incorporator**

The name and address of the person executing these Articles of Incorporation, the Incorporator, is Ned R. Nashban, One Lincoln Place, Suite 355, 1900 Glades Road, Boca Raton, Florida 33431.

ARTICLE IX**Amendment**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

THE UNDERSIGNED INCORPORATOR has executed these Articles of Incorporation this 4th day of January, 2001.


NED R. NASHBAN, Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
FOR
NONINVASIVEMEDS.COM, INC.**

PURSUANT TO §607.0505, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is **NONINVASIVEMEDS.COM, INC.**

The name of the initial registered agent is Florida-Lawdock, Inc. located at 1900 Glades Road, Suite 355, Boca Raton, FL 33431, as its registered agent to accept service of process within the State of Florida.

REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of the position of Registered Agent.

FLORIDA-LAWDOCK, INC.,
Registered Agent

By: 

NED R. NASHBAN
Vice President and Secretary

Dated: January 4, 2001

Prepared By:
Ned R. Nashban, Esquire
Florida Bar No.: 717230
Quarles & Brady, LLP
1900 Glades Road, Suite 355
Boca Raton, Florida 33431
(561) 368-5400

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