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January 8, 2001

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\*\*\*\*122.50 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

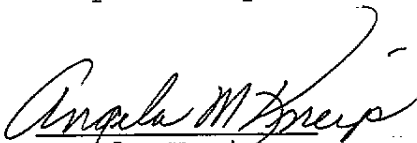
FILED  
01 JAN 11 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation of TRIM Medical, Inc.

Also find enclosed a check made payable to the Secretary of State in the amount of \$122.50 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as, TRIM Medical, Inc., is appreciated.

Respectfully,

  
Angela Kneip  
Secretary

Carol Phillips  
8303 Scotch Pine Avenue  
Brooksville, Florida 34613

1-16-01  
COP

ARTICLES OF INCORPORATION  
OF  
TRIM MEDICAL, INC.

FILED  
01 JAN 11 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is TRIM Medical, Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) at the par value of One Dollar (\$1.00) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shared consideration of the value of One Thousand Dollars (\$1,000.00) consisting of money, labor done or property actually received.

#### ARTICLE SIX

The street address of its initial registered office is 8303 Scotch Pine Avenue, Brooksville, Florida 34613, and the name of its initial registered agent at such address is Carol Phillips.

#### ARTICLE SEVEN

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

#### ARTICLE EIGHT

The number of directors constituting the initial board of directors is three and the names and addresses of each person who is to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Fred Phillips	8303 Scotch Pine Avenue Brooksville, Florida 34613
Carol Phillips	8303 Scotch Pine Avenue Brooksville, Florida 34613
Angela Kneip	10447 Norvell Road Spring Hill, Florida 34608

#### ARTICLE NINE

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE TEN

The names and addresses of each incorporator are:

Fred Phillips 8303 Scotch Pine Avenue, Brooksville, Florida 34613

Carol Phillips 8303 Scotch Pine Avenue, Brooksville, Florida 34613

Angela kneip 10447 Norvell Road, Spring Hill, Florida 34608

ARTICLE ELEVEN

The names and addresses of each subscriber and number of shares of stock each agrees to take are as follows:


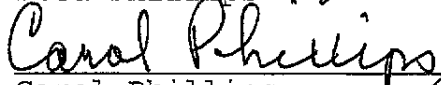
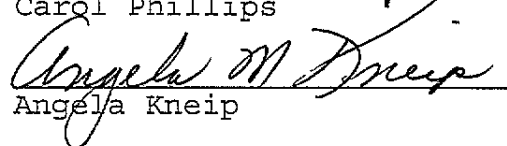
<u>Name</u>	<u>Address</u>	<u># of Shares</u>
Fred & Carol Phillips	8303 Scotch Pine Avenue Brooksville, Florida 34613	20
Angela Kneip	10447 Norvell Road Spring Hill, Florida 34608	10

ARTICLE TWELVE

The principal office of the corporation shall be located at 8303 Scotch Pine Avenue, Brooksville, Florida 34613. This location also serves as the address for the registered agent.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
\_\_8th\_\_ day of \_\_January\_\_, 2001.

Signed, sealed and delivered by:

  
Fred Phillips  
  
Carol Phillips  
  
Angela Kneip

STATE OF FLORIDA  
COUNTY OF HERNANDO

I hereby certify that on this day before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **Fred Phillips and Carol Phillips** who produced **Drivers License** as identification and who executed the foregoing instrument and they acknowledged before me that they executed the same.

Witness my hand and official seal in the County and State last aforesaid this 8th day of January, A.D. 2001.

Patti S. Patrick  
Notary Public



STATE OF FLORIDA  
COUNTY OF HERNANDO

I hereby certify that on this day before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **Angela Kneip** who produced **Drivers License** as identification and who executed the foregoing instrument and she acknowledged before me that she executed the same.

Witness my hand and official seal in the County and State last aforesaid this 8th day of January, A.D. 2001.

Patti S. Patrick  
Notary Public



CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 607.325, Florida Statutes,  
the undersigned corporation, organized under the laws of the  
State of Florida, submits the following statement in designating,  
the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is :  
TRIM Medical, Inc.

2. The name and address of the registered agent and office is:  
8303 Scotch Pine Avenue, Brooksville, Florida 34613.

Signature: Carol Phillips

Title: Vice President

Date: 1/8/2001

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01 JAN 11 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above  
stated Corporation, at the place designated in this certificate,  
I hereby agree to act in this capacity, and I further agree to  
comply with the provisions of all statutes relative to the proper  
and complete performance of my duties, and I accept the duties  
and obligations of section 607.325 Florida Statutes.

Signature: Carol Phillips

Date: 1/8/2001