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Rambo & Company.

ACCOUNTANTS & TAX CONSULTANTS

16 January 2001

Division of Corporations
Florida Secretary Of State
The Capitol
Tallahassee, FL 32301

RE: National Biocycler Inc.

Dear Sir or Madam:

Enclosed please the original and one copy of the Articles of Incorporation for the subject corporation, along with a check for the necessary fees. Please record and return the issued Stat Charter or other Certification to my attention via fax and the original via mail. A certified copy is not required at this time.

Return documents to me at:

Rambo & Company
655 West Fulton Street, Suite 1
Sanford, FL 32771
(407) 330-0991
(407) 330-1364 fax

Respectfully,
RAMBO & COMPANY

Jennifer Donlon
JENNIFER DONLON

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01 JAN 22 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NATIONAL BIOCYCLER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: National BioCycler, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office of the corporation for the transaction of business is to be located within the County of Orange, State of Florida, at 5575 South Semoran Drive, Orlando, Florida 32822

ARTICLE III - EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The general purpose for which the corporation is organized is to transact any lawful business. Its initial primary business will be to promote the development, production, sales, and distribution of health care devices and systems, and to educate health care professionals and patients in the proper and safe use of these and other products.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue two classes of shares of stock to be designated as "Common Stock" and "Preferred Stock". The total number of shares of common stock which this corporation is authorized to issue is one million (1,000,000) shares with \$0.00 par value, and 200,000 shares of Class A preferred stock with par value of \$0.00. The shares of the preferred stock may be issued from time to time in one or more series, according to a vote of the Board of Directors, which Board also has the power to fix the number of shares for each series, determine voting powers and rights or qualifications for participation, as permitted by the General Corporation Law of the State of Florida. The preferred stock is convertible, at the sole option of the holder, for a period of five (5) years into common voting stock shares at the conversion ratio of one share of common stock for each share of Class A preferred stock. After the corporation has declared and paid dividends on the issued and outstanding preferred stock equal to One Hundred and Twenty Five Per-Cent (125%) of the purchase price of the preferred stock, the corporation may elect to redeem the preferred stock, at the redemption price of Ten Dollars (\$10.00) for each share of preferred stock so redeemed.

ARTICLE VI - REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is:

5575 South Semoran Boulevard
Orlando, FL 32822

And the name of the initial registered agent of this corporation is:
C. Edward Maull, III

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially, with a total of up to seven directors anticipated, as provided for in the By-Laws, but never less than one. The method of election of directors shall be set forth in the By-Laws. The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

C. Edward Maull, III, 5575 S. Semoran Blvd., Orlando, FL 32822
Thomas C. Acey, 5575 S. Semoran Blvd., Orlando, FL 32822
Ronald K. Gooding, 5575 S. Semoran Blvd., Orlando, FL 32822

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

C. Edward Maull, III
5575 S. Semoran Blvd.
Orlando, FL 32822

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - LIMITATION OF LIABILITY

As permitted by Florida law, this Article limits the personal liability of each member, and collectively, of the Board of Directors. A Director shall not be liable to either the corporation, or its shareholders, for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a Director's duty of loyalty to the corporation or its shareholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

This Article is intended to afford Directors additional protection, and to limit their personal liability from suits alleging a breach of the duty of care by a Director. The corporation believes that this Article will assist in securing the services of qualified Director who may or may not be employees of the Company.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of December, AD 2000.


C. EDWARD MAULL, Incorporator

STATE OF FLORIDA

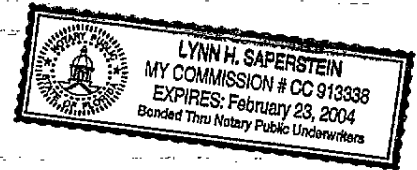
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 26 day of December, 2000, by C. EDWARD

MAULL, who is personally known to me or who has produced _____ as identification.

Lynn Saperstein

Printed Name Lynn Saperstein



Notary Public – State of Florida

My Commission expires: 2/23/04

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01 JAN 22 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

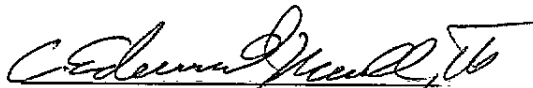
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Ch. 48.091, Florida Statute, the following is submitted in compliance with said act:

That National BioCycler, Inc., desiring to organize under the laws of the State of Florida with its principal office,
as indicated in the Articles of Incorporation, in Orlando, Orange County, Florida 32822, as its agent to accept
service of process within this State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above sated 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.



C. EDWARD MAULL, III
Registered Agent