

Charter Number Only

VALIDATION ONLY

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CORPORATION(S) NAME

Viasys, INC.

FILED
01 FEB -9 AM 10:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

Name	
Availability	
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DIVISION OF CORPORATION



Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION
OF
Viasys, Inc.

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is Viasys, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE

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

23141 Via Stel
Boca Raton, FLORIDA 33496

and the name of the initial registered agent of this corporation at that address is EDWARD HERBST.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:

<u>Name</u>	<u>ADDRESS</u>
EDWARD HERBST	23141 Via Stel Boca Raton, FLORIDA 33433

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>ADDRESS</u>
EDWARD HERBST	23141 Via Stel Boca Raton, FLORIDA 33433

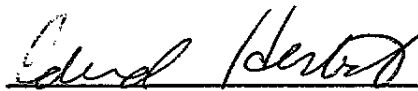
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of February 2001.



Subscriber, EDWARD HERBST
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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.

First that **Viasys, Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named EDWARD HERBST, located at:

23141 Via Stel

Boca Raton, FLORIDA 33496

County of Palm Beach, State of Florida, as its agent to accept the service of process within the state.

ACKNOWLEDGMENT

Having been named as registered agent and to accept the service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent



REGISTERED AGENT, EDWARD HERBST

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