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March 14, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation
Vital Signs, Inc.

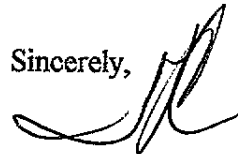
Dear Sir/Madam:

FILED
01 MAR 16 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed are the original and two copies of the Certificate of Incorporation and the Certificate of Designation Registered Agent/Registered Office for the above corporation and my check in the amount of \$70.00 for the filing fee. Please file the originals and date stamp and return the copies.

Thank you for your time and cooperation.

Sincerely,



Thomas L. Campbell

enclosure

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CERTIFICATE OF INCORPORATION

- of -

VITAL SIGNS, INC.

FILED
01 MAR 16 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby declare our intent to form a corporation under the Laws of the State of Florida, by and under provisions of the Statutes of the State of Florida.

ARTICLE I

The name of this corporation shall be: **Vital Signs, Inc.**

ARTICLE II

The corporation may engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at one time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principle office of the corporation shall be:

8291 South US 1
Port St. Lucie, FL 34952

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors of this corporation are as follows:

Conrad Minardi	478 Lakeview Ave., Bayport, NY 11705
Steve Claus	8291 S. US 1, Port St. Lucie, FL 34952

ARTICLE IX

The names and street addresses of the persons signing these Articles of Incorporation as subscribers are as follows:

Conrad Minardi	478 Lakeview Ave., Bayport, NY 11705
Steve Claus	8291 S. US 1, Port St. Lucie, FL 34952

ARTICLE X

Ownership of the corporation is as set out below:

Conrad Minardin	70 %
Steve Claus	30 %

ARTICLE XI

Name, address and position of first Board of Directors, members and officers:

Conrad Minardi	478 Lakeview Ave., Bayport, NY 11705	Director/President
Steve Claus	8291 S. US 1, Port St. Lucie, FL 34952	Director/Secretary-Treasurer

ARTICLE XII

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

ARTICLE XIII

The registered agent of this corporation is Conrad Minardi.

IN WITNESS WHEREOF, the undersigned, CONRAD MINARDI and STEVE CLAUS,
being natural persons, competent to contract, have hereunto set their hands and seals this 13 day
of March, 2001.

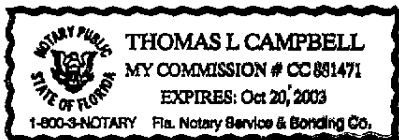

CONRAD MINARDI


STEVE CLAUS

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 13 day of March, 2001, by
CONRAD MINARDI and STEVE CLAUS who are personally known to me and who did not take
an oath.

[Notary Seal]




Notary Public, State of Public

Printed Name: THOMAS L. CAMPBELL
My Commission expires: 10-20-03

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: **VITAL SIGNS, INC.**
2. The name and street address of the registered agent and office is:

Conrad Minardi
8291 S. US 1
Port St. Lucie, FL 34952

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT 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.


CONRAD MINARDI