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Florida Department of State  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**ATLANTECH MEDICAL DEVICES (USA), INC.**

Certificate of Status	0
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H01000068936 3

ARTICLES OF INCORPORATION  
OF  
ATLANTECH MEDICAL DEVICES (USA), INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I  
CORPORATE NAME

The name of this Corporation shall be: **ATLANTECH MEDICAL DEVICES (USA), INC.**

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is c/o Atlas Pearlman, P.A., 350 East Las Olas Boulevard, Suite 1700, Fort Lauderdale, Florida 33301.

ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

JAMES M. SCHNEIDER, ESQ., FL BAR # 214338  
Atlas Pearlman, P.A.  
350 East Las Olas Boulevard, Suite 1700  
Fort Lauderdale, Florida 33301  
Phone No.: (954) 763-1200

H01000068936 3

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ARTICLE IV  
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 100,000 shares of common stock, par value \$.001 per share.

ARTICLE V  
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: James M. Schneider, c/o 350 East Las Olas Boulevard, Suite 1700, Fort Lauderdale, Florida 33301.

ARTICLE VII  
BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially.

ARTICLE VIII  
INITIAL DIRECTORS

The name and address of the initial Directors of this Corporation are:

Nicholas Woods  
Jennifer Garman  
Clive Ray-Young  
Atlantech House  
Freeman's Way, Harrogate, N.  
Yorkshire, United Kingdom HG5 1DH

H01000068936 3

H01000068936 3

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is James M. Schneider, c/o 350 East Las Olas Boulevard, Suite 1700, Fort Lauderdale, Florida 33301.

**ARTICLE X**  
**INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI**  
**AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

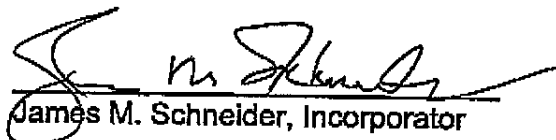
**ARTICLE XII**  
**CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 24<sup>th</sup> day of May, 2001.

  
James M. Schneider, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

ATLANTECH MEDICAL DEVICES (USA), INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address c/o Atlas Pearlman, P.A., 350 East Las Olas Boulevard, Suite 1700, Fort Lauderdale, Florida 33301 has named James M. Schneider whose address is c/o 350 East Las Olas Boulevard, Suite 1700, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
James M. Schneider

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