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ACCOUNT NO. : 072100000032

REFERENCE : 643748 6383A

AUTHORIZATION :

COST LIMIT : ~~\$78.75~~ PPD

ORDER DATE : September 26, 2001

ORDER TIME : 11:48 AM

ORDER NO. : 643748-005

CUSTOMER NO: 6383A

CUSTOMER: Andre J. Patrone, Esq
Andre J. Patrone, Esq

12685 New Brittany Boulevard

Fort Myers, FL 33907

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-09/26/01--01059--004
*****78.75 *****78.75

DOMESTIC FILING

NAME: KANDELA CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

2001 SEP 26 PM 2:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
01 SEP 26 PM 12:16
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

KANDELA CORP.

2001 SEP 26 PM 2:19

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607, hereby sets forth and declares:

CHARTER

Article I

The name of the Corporation shall be KANDELA CORP., located in Naples, County of Collier, State of Florida.

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 amount of the capital stock of this Corporation shall be 1,000 shares of one dollar (\$1.00) par value stock, which said stock shall be non assessable to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the capital stock shall be common stock.

Article IV

The Corporation shall commence business on filing with the Secretary of State, and it shall be perpetual until dissolved as provided by law.

Article V

The Corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

Article VI

The principal place for the transaction of its business shall be 2180 Immokalee Road, Suite 206, Naples, County of Collier, State of Florida. The mailing address for the Corporation shall be 2180 Immokalee Road, Suite 206, Naples, Florida 34110. The Corporation shall have the right and authority to do business at such other place or places within or without the State of Florida.

Article VII

The Corporation shall have a Board of Directors consisting of one (1) director, which may be increased to not more than three (3) directors. The number of directors each year may be determined by the Shareholders at their annual meeting, or may be fixed by the Bylaws.

Article VIII

The officers by whom the business of said Corporation shall be conducted shall be a President, a Secretary and a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the Corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

Augie K. Fabela
2180 Immokalee Road, Suite 206
Naples, Florida 34110

Sole Director/President

Mark Eichelberger
325 South Union Street
Aurora, Illinois 60505

Secretary/Treasurer

Article IX

The name and post office address of the subscriber of these Articles of Incorporation, with the amount of stock subscribed for and agreed to be taken by each are as follows:

ELC Industries Corp.
325 South Union Street
Aurora, Illinois 60505

1,000 shares

Article X

The amount of indebtedness or liability to which the Corporation at any time may subject itself shall be unlimited.

Article XI

The street address of the initial registered office of this Corporation is 2180 Immokalee Road, Suite 206, Naples, Florida, and the name of the initial registered agent of this Corporation at that address is Augie K. Fabela.

Article XII

Each 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 XIII

The initial Bylaws of this Corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XV

Each director and officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the Corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law, and the foregoing right

of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XVI

A director or officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the Corporation entitled to vote, nor shall any director or officer be liable to account to the Corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and hereby agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set my hand and seal at Aurora, Illinois this 19th day of September, 2001.

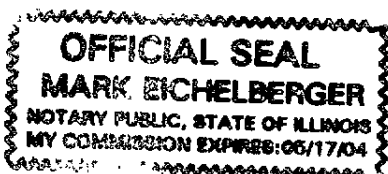
ELC Industries Corp.

By: Frank E. Heffley (Seal)
FRANK HEFFLEY, President,
its authorized representative

STATE OF ILLINOIS)
)
COUNTY OF Kane)

BEFORE ME, the undersigned authority, personally appeared FRANK HEFFLEY, as President of and on behalf of ELC Industries Corp., who is personally know to me and who did take an oath, deposes and says that he executed the foregoing Articles of Incorporation, voluntarily, for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of September, 2001.



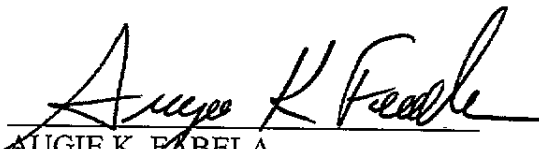
Mark Eichelberger
Notary Public - State of Illinois
Commission No. 510146
My Commission Expires: may 17, 2004

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That KANDELA CORP., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Naples, County of Collier, State of Florida, has named AUGIE K. FABELA, located at 2180 Immokalee Road, Suite 206, Naples, County of Collier, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above stated 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.


AUGIE K. FABELA
Registered Agent

2001 SEP 26 PM 2:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED