

**Electronic Articles of Incorporation
For**

**P01000098124
FILED
October 09, 2001
Sec. Of State**

UROSOLUTIONS LATIN AMERICA, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

UROSOLUTIONS LATIN AMERICA, INC.

Article II

The principal place of business address:

5575 S. SEMORAN BLVD.
SUITE 20
ORLANDO, FL. 32822

The mailing address of the corporation is:

5575 S. SEMORAN BLVD.
SUITE 20
ORLANDO, FL. 32822

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

625,000

Article V

The name and Florida street address of the registered agent is:

THOMAS E ACEY
5575 S. SEMORAN BLVD.
SUITE 20
ORLANDO, FL. 32822

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: THOMAS E. ACEY

Article VI

The name and address of the incorporator is:

THOMAS E. ACEY
5575 S. SEMORAN BLVD.
SUITE 20
ORLANDO, FL 32822

Incorporator Signature: THOMAS E. ACEY

Article VII

CAPITAL STOCK

This corporation is authorized to issue two classes of stock to be designated as "Common Stock: and "Preferred Stock." The total number of shares of common common stock which this corporation is authorized to issue is six hundred twenty-five thousand (625,000) shares with \$0.00 par value, and two hundred fifty thousand (250,000) shares of Class A preferred stock with \$0.00 par value. The shares of 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 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 for each share of Class A 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 Twenty Dollars (\$20.00) for each share of preferred stock so redeemed.

Article VIII

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; (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 Directors who may or may not be employees of the Company,