

SP Medical, Inc.
9151 Lime Bay Boulevard, # 301
Tamarac, Florida 33321
(954) 724-5576

September 27, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

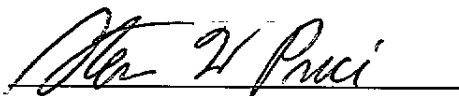
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*****78.75 *****78.75

Subject: SP Medical, Inc.

Enclosed are an original and one (1) copy of the Article of Incorporation and a check made payable to "Florida Department of State" in the amount of \$78.75 for the filing fee and Certificate of Status.

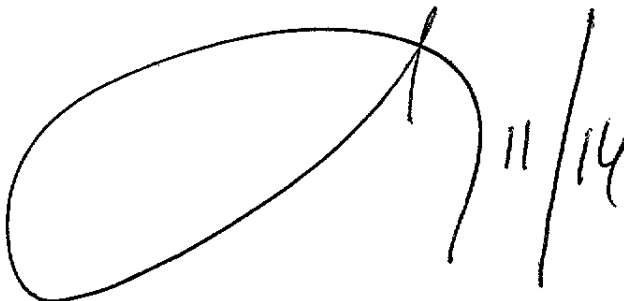
Thank you for your prompt attention.

Respectfully submitted,



Steven W. Price
9151 Lime Bay Boulevard, # 301
Tamarac, FL 33321

FILED
01 NOV 16 PM 1:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA



**ARTICLES OF INCORPORATION
OF
SP MEDICAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator for the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name and address of the corporation shall be:

SP Medical, Inc.
9151 Lime Bay Boulevard, # 301
Tamarac, Florida 33321

ARTICLE II

The principle place of business and mail address of this corporation shall be:

9151 Lime Bay Boulevard, # 301
Tamarac, Florida 33321

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions

or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real estate and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To pay pensions and establish pension plans, profit sharing plans, stock option plans, and other incentive plans for any and all of its directors, officers

and employees;

To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or any other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 607.014.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1000 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only (1) class of stock of this corporation.

ARTICLE V

The initial Board of Directors shall consist of a total of 1 person and the name of that person who is to serve as initial director is:

Steven W. Price
9151 Lime Bay Boulevard, # 301
Tamarac, Florida 33321

ARTICLE VI

The name and address of the initial registered agent of this corporation shall be:

Steven W. Price
9151 Lime Bay Boulevard, # 301
Tamarac, Florida 33321

ARTICLE VII

The name and address of the incorporator executing these Articles of Incorporation is:

Steven W. Price
9151 Lime Bay Boulevard, # 301
Tamarac, Florida 33321

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Steven W. Price

Signature/Registered Agent
Steven W. Price

11/12/01

Date

Steven W. Price

Signature/Incorporator
Steven W. Price

11/12/01

Date

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