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SECRETARY OF STATE
TALLAHASSEE FLORIDA

December 18, 2001

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FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Filing of Articles of Incorporation for
Waters & Associates Medical Sales, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for Waters & Associates Medical Sales, Inc., together with a Certificate Designating Place of Business or Domicile for Service of Process Within Florida, Naming Agent Upon Whom Service May Be Made. We enclose a check in the amount of \$122.50 to cover the following fees:

Fee for filing Articles of Incorporation	\$ 35.00
Fee for filing Certificate Designating Registered Agent	35.00
Fee for certified copy of Articles of Incorporation	<u>52.50</u>
TOTAL	\$122.50

TP032504;1

AKERMAN, SENTERFITT & EIDSON, P.A.

D. WHITE DEC 20 2001

FORT LAUDERDALE • JACKSONVILLE • MIAMI • ORLANDO • TALLAHASSEE • WEST PALM BEACH

Corporate Records Bureau

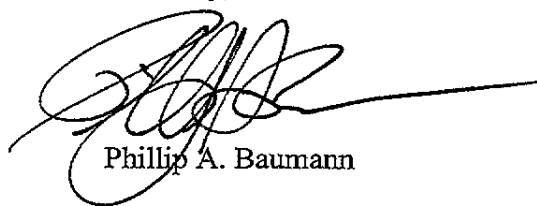
December 18, 2001

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In accordance with F.S. 607.0203(1), the corporation began its existence on December 17, 2001, when the Articles were subscribed. I understand that you will file the Articles within five (5) days from that date, in compliance with that statute.

Please forward the Certificate of Incorporation and a certified copy of the Articles of Incorporation to this office. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in black ink, appearing to be "P. Baumann", with a long horizontal line extending to the right.

Phillip A. Baumann

Enclosures

cc: Lynda Waters

**ARTICLES OF INCORPORATION
OF
WATERS & ASSOCIATES MEDICAL SALES, INC.**

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation in accordance with the laws of the State of Florida.

ARTICLE I

Name and Principal Office

The name of the corporation shall be Waters & Associates Medical Sales, Inc.. The principal office and mailing address for the corporation shall be 4634 West Longfellow Avenue, Tampa, Florida 33629.

ARTICLE II

Term of Existence

The corporation shall have perpetual existence, commencing on December 17, 2001.

ARTICLE III

Purpose

The general purpose of the corporation shall be to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Powers

The corporation shall have all powers conferred by the laws of the State of Florida upon corporations, including, but not limited to, the power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) 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;
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property or any interest therein, wherever situated;

(e) 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;

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) 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;

(h) 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;

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

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of the State of Florida within or without this State;

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

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the corporation;

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

(p) To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder;

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

- (r) To have and exercise all other powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

The corporation is authorized to issue ten thousand (10,000) shares of common voting stock having a par value of one dollar (\$1.00) per share. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

ARTICLE VI

Registered Office and Agent

The street address of the initial registered office of the corporation shall be 100 South Ashley Drive, Suite 1500, Tampa, Florida 33602, and the name of its initial registered agent at such address shall be Phillip A. Baumann of Akerman, Senterfitt & Eidson, P.A.

ARTICLE VII

Directors

The corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Director

The name and street address of the initial director of the corporation, who shall serve until successors are duly elected and qualified, shall be Lynda Waters, 4634 West Longfellow Avenue, Tampa, Florida 33629.

ARTICLE IX

Incorporator

The name and street address of the incorporator of the corporation shall be Lynda Waters, 4634 West Longfellow Avenue, Tampa, Florida 33629.

ARTICLE X

Transactions with Corporations

No contract or other transaction between the corporation and any other corporation, and no other contract or transaction of the corporation, shall in any way be affected or invalidated by the fact that any director or officer of the corporation is pecuniarily or otherwise interested in the other corporation, or is a director or officer of the other corporation. Any director or officer may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director or officer of the corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE XI

Bylaws

(a) The power to adopt bylaws for the corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of the corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by such vote.

(b) The bylaws of the corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that the bylaws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

ARTICLE XII

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of DEC., 2001.


 (SEAL)
Lynda Waters, Incorporator

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE MAY BE MADE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Waters Medical Sales, Inc., desiring to organize under the laws of the State of Florida, has named Phillip A. Baumann of Akerman, Senterfitt & Eidson, P.A., as its agent to accept service of process within the State of Florida.

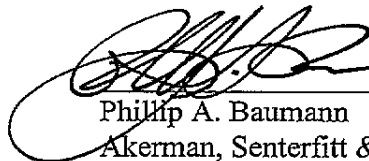
DATED this 17TH day of DECEMBER, 2001.

By: 
Lynda Waters,
Its Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

DATED this 17TH day of DECEMBER, 2001.


Phillip A. Baumann
Akerman, Senterfitt & Eidson, P.A.

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