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02 JAN 11 AM 8:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JANUARY 8, 2002

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA

200004767912--9

-01/11/02--01014--008

*****70.00 *****70.00

SUBJECT: HEARTRONICS, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION AND
CERTIFICATE OF REGISTERED AGENT AND REGISTERED OFFICE, AND A CHECK IN THE AMOUNT
OF \$70.00.

PLEASE MAIL THE COMPLETED FILED DOCUMENTS TO ME AT:

WILLIAM PERMAN
1200 CLINTMOORE ROAD, SUITE 2
BOCA RATON, FLORIDA 33487

VERY TRULY YOURS,



WILLIAM PERMAN

CS ✓

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
HEARTRONICS, INC.

THE UNDERSIGNED FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE TERMS OF THE FLORIDA GENERAL CORPORATION ACT DOES HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE ONE

NAME OF CORPORATION

THE NAME OF THE CORPORATION IS HEARTRONICS, INC.

ARTICLE TWO

PRINCIPAL OFFICE

THE PRINCIPAL OFFICE OF THE CORPORATION WILL BE: 1200 CLINTMOORE RD. SUITE 2, BOCA RATON, FLORIDA 33487.

ARTICLE THREE

PURPOSE

THE CORPORATION MAY TRANSACT ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATIONS ACT.

ARTICLE FOUR

INITIAL CAPITAL

THE AMOUNT OF THE INITIAL CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE FIVE HUNDRED (\$500) DOLLARS.

ARTICLE FIVE

SHARES

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS 5,000 SHARES, ALL OF WHICH SHALL BE COMMON SHARES AND SHALL HAVE A PAR VALUE OF ONE (\$1.00) DOLLAR.

ARTICLE SIX

TERM OF EXISTENCE

THE DURAION OF THIS CORPORATION IS PERPETUAL.

ARTICLE SEVEN

INITIAL REGISTERED AGENT AND ADDRESS

THE NAME OF THE INITIAL REGISTERED AGENT IS:

WILLIAM PERMAN

THE STREET ADDRESS OF THE INITIAL REGISTERED AGENT IS:

1200 CLINTMOORE ROAD, SUITE 2, BOCA RATON, FLORIDA 33487

ARTICLE EIGHT

INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR IS:

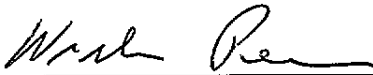
NAME

ADDRESS

WILLIAM PERMAN

1200 CLINTMOORE ROAD, SUITE 2
BOCA RATON, FLORIDA 33487

IN WITNESS WHEREOF, I HAV HEREUNTO SET MY HAND AND SEAL THE 8TH DAY OF
JANUARY, 2002.



WILLIAM PERMAN

CERTIFICATE OF REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZING UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

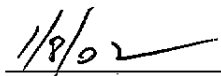
1. THE NAME OF THE CORPORATION IS: HEARTRONICS, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT IS:

WILLIAM PERMAN
1200 CLINTMOORE ROAD STE 2
BOCA RATON, FLORIDA 33487

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.



WILLIAM PERMAN, REGISTERED AGENT



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