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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**diesse, inc.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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OF

DIESSE, Inc.

ARTICLE I. NAME

The name of this corporation shall be **DIESSE, Inc.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in sale and distribution of medical an diagnostic equipment, products, appliances and accessories, management, distributorship, franchising, licensing, import/export, research and development, production and fabrication, agency, and in general engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 common one dollar par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the

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Articles Of Incorporation Of DIESSE, Inc.

shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at the office address of the corporation's Secretary in charge at the relevant time, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions. On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's By-Laws, a Copy Of Which Is On File At This Corporation's Principal Office."

Articles Of Incorporation Of DIESSE, Inc.

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be four (4). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Aurelia Merini, Via San Vittore 36/1, Milan, (Italy)

Sergio Benocci, Via del Pozzo 5, Loc. San Martino, 53035 Monteggioni, Siena (Italy)

Raoul Francisco Alvarez, 9930 Collins Avenue, Apt. 10, Bal Harbour, FL 33154

Stefano Marchese, Via D. Fiasella 5, Genova (Italy)

#### ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any incorporator, officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be: 9930 Collins Avenue, Apt. 10, Bal Harbour, FL 33154.

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TALLAHASSEE, FLORIDA


The name of the individual who shall serve as the corporation's registered agent at the address of 169 East Flagler, Suite 1701, Miami, FL 33131 is: Attilio M. Costabel.

ARTICLE X. INCORPORATOR

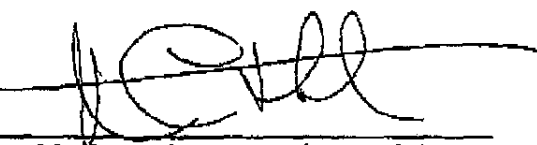
The name and address of the individual who shall serve as this corporation's incorporator are: Attilio M. Costabel, 169 East Flagler, Suite 1701, Miami, FL 33131

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
Attilio M. Costabel - Incorporator  
MIAMI - MARCH 13 - 2003

I hereby accept my designation as resident agent and agree to serve as the resident agent of DIESSE, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for DIESSE, Inc.

  
Attilio M. Costabel - Registered Agent  
MIAMI - MARCH 13 - 2003

Articles Of Incorporation Of DIESSE, Inc.

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