

# P030000054008

Florida Department of State  
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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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**INTERCEPT BIOMEDICAL SYSTEMS INCORPORATED**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 05      |
| Estimated Charge      | \$78.75 |

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ARTICLES OF INCORPORATION

OF

INTERCEPT BIOMEDICAL SYSTEMS INCORPORATED

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida and states as follows:

ARTICLE I

NAME

The name of this corporation is:

Intercept BioMedical Systems Incorporated.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation is:

21113 Birdsnest Terrace  
Boca Raton, Florida 33433

ARTICLE III

DURATION

This Corporation shall commence existence upon the filing of these Articles of Incorporation, and continue in existence perpetually thereafter.

ARTICLE IV

PURPOSE

This corporation is organized for the primary purpose of developing and marketing implantable pain control devices, and all things necessary and related thereto for the lawful pursuit necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation; and to exercise those powers, rights and procedures set forth in Chapter 607, Florida Statutes, Florida General

George D. Psionos, P.A.  
1655 Palm Beach Lakes Blvd., Suite 106  
West Palm Beach, FL 33401  
Florida Bar #339857  
(561- 640-9010)

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Corporation Act, and of the purposes of transacting any and all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE V  
CAPITAL STOCK

This corporation is authorized to issue a maximum of 10,000,000 shares of a common class stock having \$.01 par value per share.

ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is

21113 Birdsnest Terrace  
Boca Raton, Florida 33433

The name of the initial registered agent of this corporation at that address is:

Jud Carlson

ARTICLE VIII  
INCORPORATOR

The name and mailing address of the undersigned incorporator signing these Articles of Incorporation is:

Jud Carlson  
21113 Birdsnest Terrace  
Boca Raton, Florida 33433

ARTICLE IX  
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

Incorporation this 12<sup>TH</sup> day of May, 2003.

Jud Carlson  
Jud Carlson

STATE OF FLORIDA  
COUNTY OF PALM BEACH

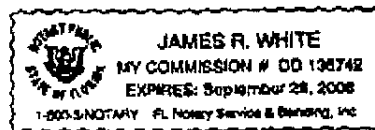
The foregoing Articles of Incorporation were acknowledged before me this 12 day of May, 2003, by Jud Carlson, as Incorporator, who is personally known to me/who has produced FL DC as identification and who did/did not take an oath

James R. White

Notary Public

Printed Name:

My Commission Expires:



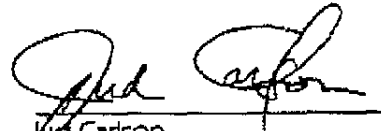
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CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Intercept BioMedical Systems Incorporated, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated this 12<sup>TH</sup> day of May, 2003.

  
Jud Carlson  
21113 Birdsnest Terrace  
Boca Raton, FL 33433

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