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FLORIDA PROFIT CORPORATION OR P.A.**Solaribus Biomedical Corporation**

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ARTICLES OF INCORPORATION
OF
SOLARIBUS BIOMEDICAL CORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be Solaribus Biomedical Corporation.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

A. Authorized Shares The total number of shares of all classes which the corporation has authority to issue is 13,000,000 shares consisting of:

1. 3,000,000 shares of preferred stock, par value \$.01 per share ("Preferred Stock");
- and
2. 10,000,000 shares of Common Stock, par value \$.01 per share ("Common Stock").

The designations, preferences, powers, qualifications and special or relative rights or privileges of the capital stock of the Corporation shall be as set forth in this Article III.

B. Common Stock

1. Identical Rights. Except as herein otherwise expressly provided in this paragraph B, all Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

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2. Dividends.

(a) When, as, and if dividends are declared by the Corporation's Board of Directors, whether payable in cash, in property, or in securities of the Corporation, the holders of Common Stock shall be entitled to share equally in and to receive, in accordance with the number of Common Stock held by each such holder, all such dividends.

(b) Dividends payable under this Section B.2(b) shall be paid to the holders of record of the outstanding Common Stock as their names shall appear on the stock register of the Corporation on the record date fixed by the Board of Directors in advance of declaration and payment of each dividend. Any Common Stock issued as a dividend pursuant to this Section B.2(b) shall, when so issued, be duly authorized, validly issued, fully paid and non-assessable, and free of all liens and charges. The Corporation shall not issue fractions of Common Stock on payment of such dividend but shall issue a whole number of shares to such holder of Common Stock rounded up or down in the Corporation's sole discretion to the nearest whole number, without compensation to the shareholder whose fractional share has been rounded down or from any shareholder whose fractional share has been rounded up.

(c) Notwithstanding anything contained herein to the contrary, no dividends on Common Stock shall be declared by the Corporation's Board of Directors or paid or set apart for payment by the Corporation at any time that such declaration, payment, or setting apart is prohibited by applicable law.

3. Stock Splits. The Corporation shall not in any manner subdivide (by any stock split, reclassification, stock dividend, recapitalization, or otherwise) or combine the outstanding shares of one class of Common Stock unless the outstanding shares of all classes of Common Share shall be proportionately subdivided or combined.

4. Liquidation Rights. Upon any voluntary or involuntary liquidation, dissolution, or winding-up of the affairs of the Corporation, after payment shall have been made to holders of outstanding Preferred Stock, if any, of the full amount of which they are entitled pursuant to these Articles of Incorporation and any resolutions that may be adopted from time to time by the Corporation's Board of Directors, in accordance with paragraph C below (for the purpose of fixing the voting rights, designations, preferences, and relative, participating, optional, or other special rights of any series of Preferred Stock), the holders of Common Stock shall be entitled, to the exclusion of the holders of Preferred Stock, if any, to share ratably, in accordance with the number of Common Stock held by each such holder, in all remaining assets of the Corporation available for distribution among the holders of Common Stock, whether such assets are capital, surplus, or earnings. For the purposes of this Section B.4, neither the consolidation or merger of the Corporation with or into any other corporation or corporations in which the shareholders of the Corporation receive capital stock and/or other securities (including debt securities) of the acquiring corporation (or of the direct or indirect parent corporation of the acquiring corporation), nor the sale, lease or transfer by the Corporation of all or any part of its assets, nor the reduction of the capital stock of the Corporation, shall be deemed to be a voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation as those terms are used in this Section B.4.

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5. No Preemptive or Subscription Rights. No holder of Common Stock shall be entitled to preemptive or subscription rights.

C. Preferred Stock

1. General. Preferred Stock may be issued in one or more series at such time or times and for such consideration or considerations as the Corporation's Board of Directors may determine. Each series of Preferred Stock shall be so designated as to distinguish the shares thereof from the shares of all other series and classes.

2. Designation, Voting Powers, Preferences, etc. Authorized and unissued shares of Preferred Stock may be issued with such designations, voting powers (or no voting powers), preferences and relative, participating, optional or other special rights, and qualifications, limitations and restrictions on such rights, as the Board of Directors may authorize by resolutions duly adopted prior to the issuance of any shares of any series of Preferred Stock, including, but not limited to: (i) the distinctive designation of each series and the number of shares that will constitute such series; (ii) the voting rights, if any, of shares of such series and whether the shares of any such series having voting rights shall have multiple or fractional votes per share; (iii) the dividend rate on the shares of such series, any restriction, limitation, or condition upon the payment of such dividends, whether dividends shall be cumulative, and the dates on which dividends are payable; (iv) the prices at which, and the terms and conditions on which, the shares of such series may be redeemed, if such shares are redeemable; (v) the purchase or sinking fund provisions, if any, for the purchase or redemption of shares of such series; (vi) any preferential amount payable upon shares of such series in the event of the liquidation, dissolution, or winding-up of the Corporation, or the distribution of its assets; (vii) the prices or rates of conversion at which, and the terms and conditions on which, the shares are convertible; and (viii) such other preferences, powers, qualifications, rights and privileges, all as the Board of Directors may deem advisable and as are not inconsistent with law and the provisions of these Articles of Incorporation.

D. Series A Preferred Stock

1. Designation. The designation of the first series of Preferred Stock is "Series A Non-Voting Preferred Stock" (hereinafter in this paragraph D called the "Series A Preferred Stock") and the number of shares constituting such series shall be 475,000, which number may be increased or decreased by the Board of Directors without a vote of the shareholders; provided, however, that such number may not be decreased below the number of then currently outstanding shares of Series A Preferred Stock, plus shares issuable upon the exercise of any then outstanding options, warrants or rights to acquire shares of Series A Preferred Stock.

2. Dividends. The holders of shares of Series A Preferred Stock shall be entitled to receive, when and if declared by the Board of Directors out of funds legally available for the purpose, cumulative dividends as provided in this Section D.2. Cumulative dividends on each share of Series A Preferred Stock shall be payable in cash and shall accrue at the per annum rate of 6% on the amount of the Series A Preferred Stock purchase price of \$1.00 per share (the

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"Series A Purchase Price") pursuant to this Section D.2 from the date of issuance thereof (the "Series A Preferred Dividends" and the sum of the Series A Preferred Dividends and the Series A Purchase Price is referred to herein as the "Series A Liquidation Preference"). Series A Preferred Dividends shall be calculated and compounded annually in arrears on December 31st of each year, prorated on a daily basis for partial periods. Series A Preferred Dividends shall commence to accrue on each share of Series A Preferred Stock from the date of issuance thereof and continue to accrue thereafter until the Series A Liquidation Preference with respect to such share is paid in full in cash, whether or not such dividends are declared by the Board of Directors and whether or not there are profits, surplus or other funds of the Corporation legally available for the payment of dividends. Except as otherwise provided herein, if at any time the Corporation pays less than the total amount of dividends then accrued with respect to the Series A Preferred Stock, such payment shall be distributed ratably among the holders of Series A Preferred Stock based upon the aggregate accrued but unpaid dividends on the Series A Preferred Stock held by each holder.

The holders of Series A Preferred Stock shall not on account thereof participate in any dividends that are declared and paid on Common Stock or any other class of the Corporation's capital stock in addition to the Series A Preferred Dividends.

3. Liquidation Preference

(a) Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (each such event being referred to as a "Liquidation Event"), each holder of Series A Preferred Stock shall be entitled, after provision for the payment of the Corporation's debts and other liabilities and in preference to, and, before any amount or property shall be paid or distributed on account of any junior securities, to be paid in full in cash with respect to each share of Series A Preferred Stock out of the assets of the Corporation available for distribution to shareholders, an amount equal to the Series A Liquidation Preference. If upon any Liquidation Event the amount available for distribution among the holders of all outstanding Series A Preferred Stock is insufficient to permit the payment of the Series A Liquidation Preference of each share of Series A Preferred Stock in full, then the amount available for distribution shall be distributed among the holders of the Series A Preferred Stock ratably in proportion to the relative Series A Liquidation Preferences of the Series A Preferred Stock held by such holders, and the holders of Common Stock and of any other junior securities shall in no event be entitled to participate in the distribution of any assets of the Corporation in respect of their ownership thereof. Upon any Liquidation Event, after the holders of Series A Preferred Stock shall have been paid in full the preferential amounts to which they shall be entitled to receive on account of their Series A Preferred Stock as provided above in this Section D.3(a), the remaining net assets of the Corporation shall be distributed to the other shareholders of the Corporation as their respective interests may appear.

(b) Distributions to Holders of Common Stock. After the payment of all preferential amounts required to be paid to the holders of shares of Series A Preferred Stock upon the occurrence of a Liquidation Event, the holders of shares of Common Stock then outstanding shall be entitled to receive the remaining assets and funds of the Corporation available for

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distribution to its shareholders, if any, pro rata based upon the number of shares of Common Stock held by each such holder.

(c) Consolidation, Merger, etc. A consolidation or merger of the Corporation with or into any other person or persons who are not affiliates of the Corporation in a single transaction or series of transactions, in which the shareholders of the Corporation immediately prior to such merger, consolidation, transaction or first of such series of transactions possess less than a majority of the Corporation's issued and outstanding voting power immediately after such merger, consolidation transaction or series of such transactions; a single transaction or series of transactions pursuant to which a person or persons who are not affiliates of the Corporation receive all or substantially all of the Corporation's assets determined on a consolidated basis; or a reorganization of the Corporation required by any court or administrative body in order to comply with any provision of law shall each be deemed to be a Liquidation Event as such term is defined in Section D.3(a). For purposes of this Section D.3(c), the term "person" shall mean an individual, partnership, corporation, limited liability company, association, trust, joint venture, unincorporated organization or other entity. For purposes of this Section D.3(c), the term "affiliate" shall mean with respect to any person, any other person that would be considered to be an affiliate of such person under Rule 144(a) promulgated under the Securities Act of 1933, as amended.

4. Voting Rights. Except as required by Florida law, the Series A Preferred Stock shall have no voting rights.

5. Status of Reacquired Shares. Shares of Series A Preferred Stock that have been issued and reacquired in any manner shall (upon compliance with any applicable provisions of the laws of the State of Florida) have the status of authorized and unissued shares of Series A Preferred Stock issuable in series undesignated as to series and may be redesignated and reissued.

6. Exclusion of Other Rights. Except as may otherwise be required by law or provided by contract, the shares of Series A Preferred Stock shall not have any preferences or relative, participating, optional or other special rights, other than those specifically set forth in this paragraph D.

7. Rank. The Series A Preferred Stock shall rank senior in right as to dividends and upon liquidation, dissolution or winding up to all other equity securities of the Corporation, whenever issued, other than any other shares of Preferred Stock that (a) by their terms, state that they are not junior to the Series A Preferred Stock or provide the holders thereof with rights on a parity with or senior to those of the holders of Series A Preferred Stock and (b) are approved for issuance in compliance with these Articles of Incorporation.

8. Identical Rights. Each share of the Series A Preferred Stock shall have the same relative rights and preferences as, and shall be identical in all respects with, all other shares of the Series A Preferred Stock.

9. Certificates. So long as any shares of the Series A Preferred Stock are outstanding, there shall be set forth on the face or back of each stock certificate issued by the

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Corporation a statement that the Corporation shall furnish without charge to each shareholder who so requests, a full statement of the designation and relative rights, preferences and limitations of each class of stock or series thereof that the Corporation is authorized to issue and of the authority of the Board of Directors to designate and fix the relative rights, preferences and limitations of each series.

10. Amendments. Any provision of these terms of the Series A Preferred Stock may be amended, modified or waived if and only if the holders of a majority of the issued and outstanding shares of Series A Preferred Stock have consented in writing or by an affirmative vote to such amendment, modification or waiver of any such provision of this paragraph D.

ARTICLE IV. ADDRESS

The principal address of the corporation is 100 Rialto Place, Suite 700, Melbourne, Florida 32901, and the mailing address is the same.

The street address of the initial registered office of the corporation is One North Clematis Street, Suite 400, West Palm Beach, Florida 33401 and the name of the initial registered agent of the corporation at that address is Angell Corporate Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have four (4) directors initially. The names and street addresses of the members of the Board of Directors, until their successors are elected and qualified, are:

Donald Michael Barnes
100 Rialto Place, Suite 700
Melbourne, FL 32901

Rudy A. Mazzocchi
100 Rialto Place, Suite 700
Melbourne, FL 32901

Scott H. Adams
100 Rialto Place, Suite 700
Melbourne, FL 32901

Herbert M. Wasserman
100 Rialto Place, Suite 700
Melbourne, FL 32901

So long as Donald Michael Barnes and Jeanne M. Barnes, or either of them, shall own at least fifty percent (50%) of that aggregate number of shares of the Corporation's capital stock initially issued to them by the Corporation, the Board of Directors shall designate Donald Michael Barnes as a director nominee and recommend him to the holders of the Corporation's voting capital stock for re-election as a director. So long as Herbert M. Wasserman, Maxine S. Wasserman, Mark J. Wasserman and Amy B. Rogers, or any of them, shall own at least fifty percent (50%) of that aggregate number of shares of the Corporation's capital stock initially

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issued to them by the Corporation, the Board of Directors shall designate Herbert M. Wasserman as a director nominee and recommend him to the holders of the Corporation's voting capital stock for re-election as a director. So long as Cenotec Ventures, L.L.C and Galvests, L.L.C. shall together own at least fifty percent (50%) of that aggregate number of shares of the Corporation's capital stock initially issued to them by the Corporation, the Board of Directors shall designate their collective representative as a director nominee, initially Scott H. Adams, and recommend such nominee to the holders of the Corporation's voting capital stock for re-election as a director.

ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of shareholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article VII shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

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Except to the extent that the Florida Business Corporation Act prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX. INCORPORATOR

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

John G. Igoe
Edwards & Angell, LLP
One North Clematis Street, Suite 400
West Palm Beach, FL 33401

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

1st IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this day of August 2003.



John G. Igoe, Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

Solaribus Biomedical Corporation, desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of West Palm Beach, County of Palm Beach, State of Florida, has named Angell Corporate Services, Inc., located at One North Clematis Street, Suite 400, West Palm Beach, Florida 33401, as its agent to accept service of process within this State.

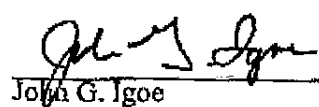
ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.

Accepted this 1st day of August 2003.

ANGELL CORPORATE SERVICES, INC.

By:


John G. Iggoe

Its:

Vice President

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TALLAHASSEE, FLORIDA

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