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Randy Hillman, P.A.

Attorney at Law

Telephone: (407) 944-4335

Facsimile: (407) 944-0549

Mailing Address:

P.O. Box 420007

Kissimmee, Florida 34742-0007

Street Address:

707 Mabbette Street, Suite 201

Kissimmee, Florida 34741

August 15, 2003

Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
AXIOMED, INC.

Dear Sir/Madam:

Please find enclosed the original and one copy of Articles of Incorporation for the above-referenced corporation. Enclosed is a check in the amount of \$78.75 to cover the cost of filing the Articles and for a certified copy to be provided.

After the enclosed is filed, please forward the certified copy to my office.

Sincerely,



Randy Hillman

RH/aek

Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

AxioMed, Inc.

ARTICLE I

CORPORATE NAME

The name of the corporation is AxioMed, Inc.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7500 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

Randy Hillman
707 Mabbette Street Suite 201
Kissimmee, Florida 34741

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time as provided by the bylaws adopted by the Directors, but shall never be less than one.

ARTICLE VII

PRINCIPAL OFFICE OF CORPORATION

The location of the principal office of the corporation shall be:

5843 W. Atlantic Pl.
Lakewood, CO 80227

ARTICLE VIII

INITIAL DIRECTORS

The names of the Initial Directors of this Corporation and their street addresses are:

Tom Russell
5843 W. Atlantic Pl.
Lakewood, CO 80227

The persons named as the Initial Directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever first occurs.

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Tom Russell
5843 W. Atlantic Pl.
Lakewood, CO 80227

ARTICLE X

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his or her pro rata share of any unissued or treasury shares of the corporation of the same kind, class or series as that which he or she already holds, and any securities of the corporation convertible into or carrying a right to acquire shares of any such unissued or treasury shares at the

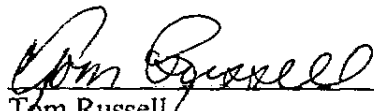
price at which it is offered to others.

ARTICLE XI

AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

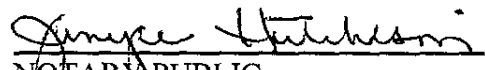
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8 day of August, 2003.


Tom Russell

STATE OF COLORADO)
COUNTY OF Jefferson

The foregoing Articles of Incorporation of AxioMed, Inc., acknowledged before me this 8th day of August, 2003, by Tom Russell, Incorporator, who is personally known to me or who has produced as identification: CO DL and who did/did not take an oath.




NOTARY PUBLIC
My Commission Expires: Feb 14, 2004

Acceptance of Service

Having been named to accept service of process for **AxioMed, Inc.**, at the place designated in

the Articles of Incorporation, RANDY HILLMAN agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.



RANDY HILLMAN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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