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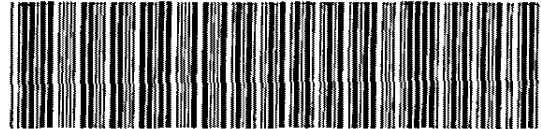
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 MAY 27 PM 1:57

**BarrierMed, Inc.<sup>®</sup>**  
*Applying Innovation to Synthetic Barrier Technologies*

BarrierMed, Inc.  
2500 W. Lake Mary Blvd.  
Lake Mary, Florida 32746  
Phone: 407.323.1604  
Fax: 407.324.2072  
Toll Free: 800.966.1604  
victorr@barriermed.com

May 19, 2004

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: BarrierMed Packaging Co.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and Designation and Acceptance of Registered Agent for a Florida Corporation.


Please provide me a Certificate of Status and a certified copy of these Articles.

A check for \$87.50 is enclosed and represents payment for:

Filing Fee:	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy	\$ 8.75
Certificate of Status	\$ 8.75
<b>TOTAL</b>	<b>\$87.50</b>

If there is any problem, please let me know immediately.

Sincerely,  
BarrierMed Inc.

  
Victor J. Ragucci  
Chairman & CEO

VR/jmm  
Enclosures

**ARTICLES OF INCORPORATION  
FOR  
BARRIERMED PACKAGING CO.**

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The undersigned incorporator for the purposes of forming a for-profit "C" corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I – NAME:**

The name of this corporation is BARRIERMED PACKAGING CO. The duration of the Corporation is perpetual. The effective of date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of the State.

**ARTICLE II – PRINCIPAL OFFICE:**

The principal address of the Corporation shall be 155 Technology Park, Lake Mary, FL. 32746.

**ARTICLE III – REGISTERED OFFICE AND AGENT:**

The address of the Registered Agent in the State of Florida shall be 155 Technology Park, Lake Mary, FL. 32746, County of Seminole. The name of the Registered Agent at such address shall be Victor Ragucci.

**ARTICLE IV – CORPORATE PURPOSES, POWERS AND RIGHTS:**

The general purpose for which this corporation is organized shall be:

1. To provide packaging of medical supplies, medical materials, and to provide packaging of products for general consumer and professional needs..

2. In furtherance of its corporate purposes, the corporation shall have all of the general and specific powers and rights granted to and conferred to a corporation by the Florida Business Corporation Act.

#### **ARTICLE V – CAPITAL STOCK:**

The number of shares of Capital Stock which the corporation has the authority to issue is one hundred thousand (100,000) shares of Common Stock ("Common Stock") one-dollar (\$1.00) par value per share.

#### **ARTICLE VI – INCORPORATOR:**

The name and mailing address of the incorporator of this Corporation is as follows:

Victor Ragucci	2500 Lake Mary Blvd., Suite 111, Lake Mary, Florida 32746
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#### **ARTICLE VII – BOARD OF DIRECTORS:**

1. The number of members of the Board of Directors may be increased or diminished from time to time by the By-laws; provided, however there shall never be less than one (1). Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs on the Board of Directors during a term, the remaining Directors, by affirmative vote of a majority thereof, may elect a Director to fill the vacancy until the next annual meeting of the Shareholders.

3. The name and mailing address for the persons who shall serve as the Directors of the Corporation until the first annual meeting of the Shareholders is as follows:

Victor Ragucci	2500 Lake Mary Blvd., Suite 111 Lake Mary, FL. 32746
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**ARTICLE VIII – OFFICERS:**

1. The number of Officers may be increased or diminished from time to time by the By-laws; provided, however, there shall never be less than one (1). Each officer shall serve until the next annual meeting of Shareholders.

2. If any vacancy occurs in the Officers during a term, the remaining officers, by affirmative vote of a majority thereof, may elect an officer to fill the vacancy until the next annual meeting of Shareholders.

3. The names and mailing addresses of the persons who shall serve as officers of the Corporation until the first annual meeting of the Shareholders is as follows:

<u>Position</u>	<u>Name</u>	<u>Address</u>
President, Secretary Treasurer	Victor Ragucci	2500 Lake Mary Blvd, Suite 111. Lake Mary, FL. 32746

**ARTICLE VIII – AMENDMENT:**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon Shareholders herein are granted subject to this reservation.

**ARTICLE X – BYLAWS:**

The power to adopt, amend, or repeal by-laws for the management of this Corporation shall be vested in the Board of Directors or the Shareholders, but the Board of Directors may not repeal or amend any by-law adopted by the Shareholders if the


Shareholders specifically provide that such by-law is not subject to amendment or repeal by the Board of Directors.

**ARTICLE XI – INDEMFICATION:**

The Corporation shall indemnify any Incorporator, Officer, or Director or any former Incorporator, Office or Director to the full extent permitted by law.

The undersigned, for the purposes of forming a Corporation under the Laws of the State of Florida, does, make, file and record this Articles of Incorporation, and does certify to the facts herein are true: and that I have accordingly hereunto set my hand and seal.

Dated at Lake Mary, Seminole County, Florida this 25 day of May, 2004.

  
VICTOR RAGUCCI,  
Incorporator

**DESIGNATION AND ACCEPTANCE**

**OF REGISTERED AGENT**

Pursuant to the provisions of F.S.617.1501, the undersigned Corporation, organized 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:                               | BARRIERMED PACKAGING CO.                                      |
| 2.The name of the Registered Agent:                             | Victor Ragucci  |
| 3.The address of the Registered Agent/<br>Registered Office is: | Victor Ragucci<br>155 Technology Park<br>Lake Mary, FL. 32746 |

**ACKNOWLEDGEMENT**

Having been named as Registered Agent and designated to accept service of process for the Corporation, I hereby accept the appointment as Registered Agent and agree 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 obligations of my position as Registered Agent.

Dated this 25 day of May, 2004.

  
VICTOR RAGUCCI

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