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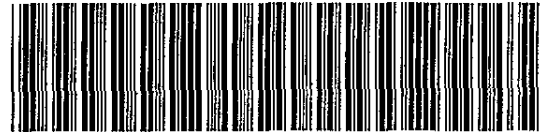
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
05 JAN -3 PM 3:57



December 27, 2004

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

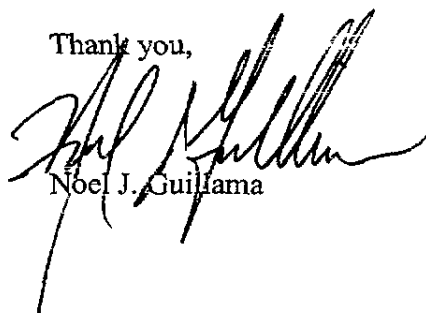
SUBJECT: QMED Systems, Inc.

Dear Sir or Madam:

Enclosed are two (2) originals of the Articles of Incorporation for the above named corporation and a check for \$78.75 to cover the costs of the Filing Fee, Certified Copy & Certificate.

If you have any questions, please contact me at 561-798-9800

Thank you,



Noel J. Guillama

Enclosures

NJG/ms

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

QMED Systems, Inc.

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 **QMED Systems, Inc.** The principal place of business shall be:

3460 Fairlane Farms Road
Suite 4
Wellington, FL 33414

ARTICLE II.
NATURE OF BUSINESS

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

ARTICLE III.
CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any one time shall be two hundred million (200,000,000) shares which are to be divided in two classes as follows:

One Hundred Eighty million (180,000,000) shares of Common Stock, \$0.0001 par value per share and twenty million (20,000,000) shares of Preferred Stock having a par value of \$.0001 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

ARTICLE IV.
ADDRESS



The street address of the Corporation is:

3460 Fairlane Farms Road
Suite 4
Wellington, FL 33414

ARTICLE V.
TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI.
DIRECTORS

This Corporation shall have three Directors initially. Additional directors will be able to be named by the first and subsequent Board of Directors in compliance the Corporation's by laws. The names and address of the initial members of the Board of Directors are:

Noel J. Guillama
3460 Fairlane Farms Road
Suite 4
Wellington, FL 33414

Susan D. Guillama
3460 Fairlane Farms Road
Suite 4
Wellington, FL 33414

Donald B. Cohen
3460 Fairlane Farms Road
Suite 4
Wellington, FL 33414

ARTICLE VII.
INCORPORATOR

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

Noel J. Guillama
3460 Fairlane Farms Road
Suite 4
Wellington, FL 33414

A handwritten signature in black ink, appearing to be a stylized 'A' or similar character, located in the bottom right corner of the document.

ARTICLE VIII.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3460 Fairlane Farms Road, Suite 4, Wellington, FL 33414, and the name of the initial registered agent of this Corporation at that address is: Noel J. Guillama.

ARTICLE IX.
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

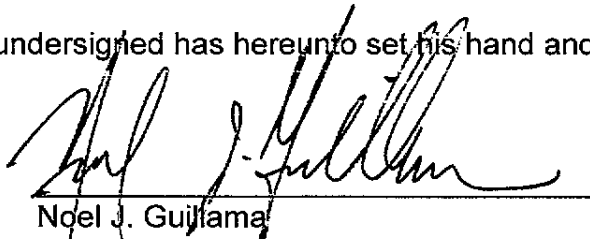
ARTICLE X.
LIMITATIONS ON SHAREHOLDERS SUITS

Shareholders shall not have a cause of action against the Company's officers, Directors or agents as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissible in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

ARTICLE XI.
AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 1 day of January 2005.



Noel J. Guillama

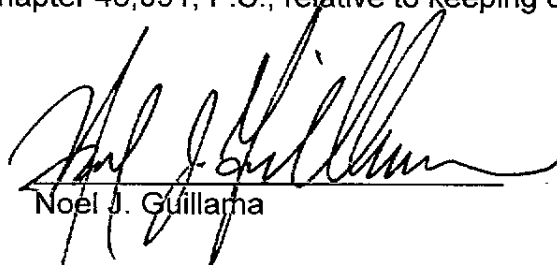
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

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

QMED Systems, Inc. , desiring to organize under the laws of the State of Florida
with its principal street address, as indicated in the Articles of Incorporation, in Palm
Beach County, State of Florida, has named Noel J. Guillama, 3460 Fairlane Farms
Road, Suite 4, Wellington, FL 33414, 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 am familiar with and accept the duties
and responsibilities as registered agent for **QMED Systems, Inc.** and I agree to
comply with the provisions of Chapter 48,091, F.S., relative to keeping open said office.



Noel J. Guillama

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