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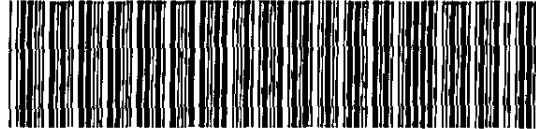
(Business Entity Name)

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TRANSMITTAL LETTER

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

SUBJECT: ADVANCED WOUND TECHNOLOGIES USA, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: NICOLE RAMIREZ, ESQ.
Name (Printed or typed)

~~ADVANCED WOUND TECHNOLOGIES INC.~~
33 N.GARDEN AVE.,STE.875
CLEARWATER,FL. 33755

City, State & Zip

727-461-9626
Daytime Telephone number

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
ADVANCED WOUND
TECHNOLOGIES USA, INC.

UNITED STATES OF AMERICA
STATE OF FLORIDA
PINELLAS COUNTY

.....
BE IT KNOWN, that on this 16th day of June 2005.

MARK HAGOPIAN and CHRIS MORRISON, M.D., subscribers hereto, all persons of the full age of majority who hereby avail themselves of the provisions of Chapter 607 and/or 621 Florida Statutes, to form and create a corporation, in accordance with the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is Advanced Wound Technologies USA, Inc.

ARTICLE II. PURPOSE

The corporation's purpose is to engage in any lawful activity for which business corporations may be formed under the laws of Florida.

ARTICLE III. DURATION

The duration of this Corporation shall be in perpetuity or such maximum period as may be authorized by the Business Law.

ARTICLE IV. CAPITAL

This Corporation has authority to issue an aggregate of 1,000 shares of capital stock, all of which are designated common stock having no-par value per share. The initial authorized and issued stock shall be held as follows:

Mark Hagopian..... 900 shares
Chris Morrison, M.D..... 100 shares

ARTICLE V. PRE-EMPTIVE RIGHTS

Shareholders shall have pre-emptive rights.

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ARTICLE VI. CORPORATE ACTION OF SHAREHOLDERS

If shareholder action or approval is required by law in connection with the amendment of these articles or any merger, consolidation, transfer of corporation assets or dissolution of or involving the corporation, such action or approval shall be taken or given only upon the affirmative vote of not less than fifty-one percent (51%) of the number of shares entitled to vote on the particular question.

ARTICLE VII. SHAREHOLDERS' CONSENTS

Whenever the affirmative vote of shareholders is required to authorize or constitute corporate action, the consent in writing to such action signed only by shareholders holding that proportion of the total voting power on the question which is required by law or by these Articles of Incorporation, whichever requirement is higher, shall be sufficient for the purpose, without the necessity for a meeting of shareholder(s).

ARTICLE VIII. DIRECTORS

Section 1. Number of Directors. The number of directors of the corporation shall be such number, not less than two (2) nor greater than ten (10), as shall be designated in the by-laws, or if not so designated, as shall be elected from time to time by the shareholder(s).

Section 2. Director's Proxies. Any director absent from a meeting of the Board of Directors or any committee thereof may be represented by any other director or shareholder, who may cast the vote of the absent director according to the written instructions, general or special, of the absent director.

ARTICLE IX. BY-LAWS

The By-Laws shall control the duties of officers, directors, and staff, regulate the affairs and special purposes of this corporation, including the action of the members of the Board of Directors, the control of property owned by the corporation and such other things as shall be necessary and proper for the carrying on of the business of the corporation, including the election of officers and directors. Notwithstanding any provision of the By-Laws, the official business of this corporation shall require a majority of the directors or by written proxy given to a director present to transact business that may come before the Board.

ARTICLE X. INCORPORATION/SHAREHOLDERS

The name and address of the Incorporator is:

Mark Hagopian
33 North Garden Avenue
Suite 875
Clearwater, FL 33755

ARTICLE XI. SALES AND TRANSFERS OF STOCK

Section 1. No stock in this corporation shall be transferred unless such stock shall have been first offered for sale to the corporation at the fair appraised value thereof, and, if the corporation shall fail or refuse to accept the offer, to each of the other shareholders of this corporation. The offeree shall have an option to purchase the stock to be transferred at the following price: at the same price and on the same terms and conditions as the offeror shall have been offered by a third person at arm's length, acting in good faith. The offer shall be in writing and shall set forth the price and terms on which the stock is offered. It shall be sent by registered mail to the President and Secretary of the Corporation and to each stockholder at the address listed on the Corporation's books.

The right to transfer stock shall not exist until the Corporation and all existing stockholders either refuse in writing the offer so made, or waive the requirement of an offer in writing, or until they fail for a period of thirty (30) days after receipt of the written offer to accept it by compliance with the terms therein set forth. Regulations as to the formalities and procedures to be followed in effecting the transfer may be prescribed in the By-laws of the Corporation.

Section 2. Should the Corporation be unable or unwilling for any reason to exercise its option as granted above, the option may be exercised by such stockholders as desired to exercise it, in the proportions in which these stockholders hold stock in the Corporation.

Section 3. After the expiration of the option period, no transfer at a price less than has been offered to the corporation and the other stockholders, or on the terms and conditions varying from those stated in the letter notifying the corporation and the stockholders of a proposal to transfer, shall be valid, until the right shall have been offered to the corporation and the stockholders to purchase the stock proposed to be transferred at the precise price and on the precise terms and conditions which were offered to or by the stockholders who proposed to transfer his stock.

Section 4. Upon the death of any registered shareholder of this corporation, any of the common shares registered in the decedent's name which are owned by his surviving spouse, or which are inherited by or bequeathed to his spouse, children, grandchildren, or any other person shall be subject to an option in favor of the corporation and other shareholders to purchase such common shares at the fair appraised value thereof as of the date of death.

Section 5. In the event of any separation of the community property of a registered shareholder of this corporation and such registered shareholder's spouse, any common shares of this corporation allocated to such registered shareholder's spouse pursuant to such event shall be subject to a first option in favor of such registered shareholder to purchase such common shares at the fair appraised value thereof, exercisable within thirty (30) days from the date on which a final judgment entered in a court of competent jurisdiction reconciling the interest of the spouse in such shares become executory, or the effective date of any agreement of separation of community property. If such registered shareholder fails to exercise this option within the stated period, said option shall lapse; and the corporation and/or its other shareholders (other than such registered shareholder's spouse) shall have a second option, exercisable within thirty (30) days, to purchase such shares at the fair appraised value thereof.

Section 6. Any offer made under any Section of this article shall be made by registered or certified mail addressed to the corporation at its registered office. In the event of the acceptance of any such offer, or in event of exercise of an option under any Section of this article, the corporation shall, to the extent of its participation in the accepted offer or in the exercised option, be obligated to purchase the number of shares involved, but not to exceed the number which it is then legally permitted to purchase, and the balance of such shares, if any, shall be prorated, as nearly as possible in proportion to their holdings, among the optionee shareholder who, within twenty (20) days after the mailing of notice of the availability of the shares, shall have agreed to purchase their portion thereof. If such offer is not accepted or any such option is not exercised, as the case may be, in its entirety, within sixty (60) days from the date of the event giving rise

thereto, the subject shares may be transferred, without further regard to the provisions of this article, at any time within, but not after the expiration of the six-month period following the end of such sixty-day period.

Section 7. For all purposes of this article, the fair appraised value of common shares may be fixed by agreement of the parties. If the parties have not so agreed, the fair appraised value of common shares shall be fixed by arbitration before three (3) arbitrators. Each party shall appoint one arbitrator, and the arbitrators thereby appointed shall appoint a third arbitrator. A majority vote of the panel of arbitrators shall be binding upon the parties. The parties will equally share the cost of any arbitration.

Section 8. The stockholders in this corporation may make agreements, either in by-laws or by shareholder agreement, between themselves relative to the purchase, among themselves, of the stock of this corporation, in the event of (a) the dissolution, liquidation or bankruptcy of any corporate shareholder or (b) the death, insanity, retirement or disability of any individual stockholder, and in the event of a transfer of his stock by donation to the stockholder's spouse or linear descendants. A copy of such agreement shall be filed with the Secretary or Treasurer of this corporation, and the provisions of any such agreement shall be binding upon the persons or entities who are parties to it and their respective successors, heirs, administrators, legatees, executors and assigns.

Section 9. Except as to a transfer on dissolution, liquidation or bankruptcy or on both or a gift of stock of an individual stockholder to his spouse or linear descendants (which shall be controlled if at all by the by-laws or by a shareholder agreement), no sale, mortgage, pledge, conveyance, transfer, seizure, donation, sale under legal process or attachment, or by virtue of any pledge or hypothecation, and no other disposal of stock of

any nature whatsoever shall have any effect as related to the corporation or its stockholders, nor shall it be valid in any fashion until the option period provided above shall have expired.

Section 10. Should any transfer or alienation of common shares, voluntary, forced or otherwise, be effected without compliance with the provisions of this article, the corporation and, to the extent not exercised by the corporation, the other shareholders, in proportion to their holdings, shall, in addition to their other rights hereunder, have an option to acquire the common shares so alienated at a price equal to the fair appraised value thereof or the actual consideration paid therefore, whichever is less, such option to be exercised by written notice at any time within ninety (90) days after the corporation and the other shareholders shall have gained knowledge of the occurrence of said transfer or alienation.

ARTICLE XII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation shall indemnify and hold harmless each director and officer now or hereafter serving the corporation from and against any and all claims and liabilities to which he may be or become subject by reason of his now or hereafter being or having heretofore been director or officer of the corporation and/or by reason of his alleged acts or omissions as such director or officer, whether or not he continues to be such officer or director at the time when any such claim or liability is asserted, and shall reimburse each such director and officer for all legal and other expenses reasonably incurred by him in connection with defending any or all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the Board of Directors whether or not he continues to

be such director or officer at the time such expenses are incurred, provided, however, that no director or officer shall be indemnified against any claim or liability arising out of his own bad faith, reckless disregard of his duties, gross negligence or willful misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law and as may be set forth in any By-laws which control and supersede any such provision hereof. Except as herein limited, directors and officers shall be entitled to all protection that can legally be afforded them under Florida Business Law, and any other rights to which they may be entitled as a matter of law.

ARTICLE XIII. FIRST OFFICERS AND DIRECTORS

The names and address of the First Officers and Directors are:

Medical Director, Chris Morrison, M.D.	Mark Hagopian
1120 Pinellas Bayway	33 North Garden Avenue
Suite 200	Suite 875
Tierra Verde, Florida 33715	Clearwater, Florida 33755

ARTICLE XIV. REGISTERED AGENT

The name and address of the Registered Agent is:

Mark Hagopian
33 North Garden Avenue
Suite 875
Clearwater, FL 33755

ARTICLE XV. PRINCIPAL PLACE OF BUSINESS
AND MAILING ADDRESS


The location and address of the principal place of business and mailing address is:

33 North Garden Avenue
Suite 875
Clearwater, FL 33755


.....
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



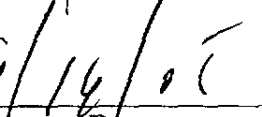
Signature/Registered Agent



Date



Signature/Incorporator



Date

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