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FLORIDA PROFIT/NON PROFIT CORPORATION

LUMEN MEDICAL INC.

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ARTICLES OF INCORPORATION
OF
LUMEN MEDICAL INC

FIRST. The name of the Corporation is Lumen Medical Inc (the "*Corporation*") and the address of the principal office and the mailing address of the Corporation is 1035 Park Avenue, Suite 7B, New York, New York 10028-0912.

SECOND. The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, 32301.

The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

THIRD. The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, as amended from time to time.

FOURTH. (1) The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 110,000,000 shares, consisting of 100,000,000 shares of Common Stock, par value \$0.0001 per share (the "*Common Stock*"), and 10,000,000 shares of Preferred Stock, par value \$1.00 per share (the "*Preferred Stock*").

(2) The Preferred Stock may be issued from time to time in one or more series each of such series to have voting powers (full or limited or without voting powers), designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof as are stated and expressed herein, or in a resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation (the "*Board of Directors*") as hereinafter provided.

(3) Authority is hereby granted to the Board of Directors to create one or more series of Preferred Stock and, with respect to each series, to fix by resolution or resolutions providing for the issue of such series:

(a) The number of shares to constitute such series and the distinctive designation thereof;

(b) The dividend rate on the shares of such series, the dividend payment dates, the periods in respect of which dividends are payable ("*Dividend Periods*"), whether such dividends shall be cumulative, and, if cumulative, the date or dates from which dividends shall accumulate;

(c) Whether or not the shares of such series shall be redeemable, and, if redeemable, on what terms, including the redemption prices which the shares of such series shall be entitled to receive upon the redemption thereof;

(d) Whether or not the shares of such series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement and, if such retirement or sinking funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(e) Whether or not the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and the conversion price or prices or rate or rates, or the rate or rates at which exchange shall be made, with such adjustments, if any, as shall be stated and expressed or provided in such resolution or resolutions;

(f) The preferences, if any, and the amounts thereof which the shares of such series shall be entitled to receive upon the voluntary and involuntary dissolution of the Corporation;

(g) The voting power if any, of the shares of such series; and

(h) Such other terms, conditions, specifications, special rates and protective provisions as the Board of Directors may deem advisable.

Notwithstanding the fixing of the number of shares constituting a particular series upon the issuance thereof, the Board of Directors may at any time thereafter authorize the issuance of additional shares of the same series, unless the resolution of the Board of Directors providing for such series shall expressly prohibit the issuance of additional shares of such series.

(4) No dividend shall be declared and set apart for payment on any series of Preferred Stock in respect of any Dividend Period unless there shall likewise be or have been paid, or declared and set apart for payment, on all shares of Preferred Stock of each other series entitled to cumulative dividends at the time outstanding which rank equally or prior as to dividends with the series in question, dividends ratably in accordance with the sums which would be payable on the said shares through the end of the last preceding Dividend Period if all dividends were declared and paid in full.

(5) If upon any dissolution of the Corporation, the assets of the Corporation distributable among the holders of any one or more series of Preferred Stock which rank equally in connection with any such distribution, shall be insufficient to pay in full the preferential amount to which the holders of such shares shall be entitled, then such assets, or the proceeds thereof, shall be distributed among the holders of each such series of the Preferred Stock ratably in accordance with the sums which would be payable on such distribution if all sums payable were discharged in full.

(6) In the event that the Preferred Stock of any series shall be redeemable, then, at the option of the Board of Directors, the Corporation may at such time or times as may be specified by the Board of Directors as provided in subparagraph (c) of paragraph 3 of this Article FOURTH redeem all, or any number less than all, of the outstanding shares of such series at the redemption price thereof and on the other terms fixed by the Board of Directors as provided in said subparagraph (c).

(7) The Corporation shall be entitled to treat the person in whose name any share of any class or series is registered as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the Corporation shall have notice thereof, save as expressly provided by the laws of the State of Florida.

(8) The number of members that shall comprise the Board of Directors shall be not less than one(1) nor more than nine(9) as the Board of Directors from time to time shall decide. Notwithstanding any other provisions of law, these Articles of Incorporation or the By-Laws of the Corporation, the affirmative vote of holders of not less than 75% of the voting power of the then outstanding shares of capital stock of the Corporation entitled to vote thereon shall be required to amend, alter, change or repeal, or adopt any provision

inconsistent with this paragraph (8) of Article FOURTH.

FIFTH. The Corporation is to have perpetual existence.

SIXTH. The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatever.

SEVENTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the Bylaws of the Corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole Board of Directors, to designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in the resolution or in the Bylaws of the Corporation, but subject to the limitations set forth in Section 607.0825 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the Bylaws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

EIGHTH. (1) A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful, or (v) for any transaction from which the director derived any improper personal benefit. If the Florida Business Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors and officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

Any repeal or modification of this Article EIGHTH by the shareholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

(2) (a) Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he is or was a director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the

Corporation to the fullest extent authorized by the Florida Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that, except as provided in paragraph (b) of this Section 2 with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the Florida Business Corporation Act requires, an advancement of expenses incurred by an indemnitee in his capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this Section or otherwise (hereinafter an "undertaking").

(b) Right of Indemnitee to Bring Suit. If a claim under paragraph (a) of this Section 2 is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met the applicable standard of conduct set forth in the Florida Business Corporation Act. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Florida Business Corporation Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified or to such advancement of expenses under this Section 2 or otherwise shall be on the Corporation.

(c) Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses conferred in this Section 2 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, these Articles of Incorporation, the Bylaws, agreement, vote of shareholders or disinterested directors or otherwise.

(d) Insurance. The Corporation may maintain insurance, at its expense, to protect

itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Florida Business Corporation Act.

(e) Indemnification of Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses, to any agent of the Corporation to the fullest extent of the provisions of this Section 2 with respect to the indemnification and advancement of expenses of directors, officers and employees of the Corporation.

NINTH. Meetings of shareholders may be held outside the State of Florida, if the By-Laws of the Corporation so provide. The books of the Corporation may be kept (subject to any provision contained in the Florida Business Corporation Act) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Elections of directors need not be by ballot unless the Bylaws of the Corporation shall so provide.

TENTH. 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 Florida Business Corporation Act, and all rights conferred upon shareholders herein are granted subject to this reservation.

ELEVENTH. (1) The affirmative vote of the holders of not less than 75% of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote shall be required for the approval or authorization of any "Fundamental Change" (as hereinafter defined) involving a "Related Person" (as hereinafter defined); provided, however, that the 75% voting requirement shall not be applicable, and the provisions of Florida Business Corporation Act relating to the percentage of shareholder approval, if any, shall apply to any such Fundamental Change if the "Continuing Directors" of the Corporation (as hereinafter defined) by a majority vote have expressly approved the Fundamental Change either in advance of or subsequent to the acquisition of outstanding shares of capital stock of the Corporation that caused the Related Person to become a Related Person.

(2) For purposes of this Article ELEVENTH:

(A) The term "*Fundamental Change*" means (i) any merger, consolidation or share exchange of the Corporation or any of its subsidiaries into or with a Related Person, in each case irrespective of which corporation or company is the surviving entity; (ii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition to or with a Related Person (in a single transaction or a series of related transactions) of all or a Substantial Part (as hereinafter defined) in the assets of the Corporation (including without limitation any securities of a subsidiary) or a Substantial Part of the assets of any of its subsidiaries; (iii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition to or with the Corporation or to or with any of its subsidiaries (in a single transaction or series of related transactions) of all or a Substantial Part of the assets of a Related Person; (iv) the issuance or transfer of any securities of the Corporation or any of its subsidiaries by the Corporation or any of its subsidiaries to a Related Person (other than an issuance or transfer of securities which is effected on a pro rata basis to all shareholders of the Corporation); (v) the acquisition by the Corporation or any of its subsidiaries of any securities of a Related Person; (vi) any recapitalization, reorganization or reclassification of securities (including, without limitation, any reverse stock split) or other transaction that would have the effect, directly or indirectly, of increasing the voting power of a Related Person; (vii) the adoption of any plan or proposal of liquidation or dissolution of the Corporation; (viii) any amendment to, or repeal of, a bylaw proposed by a shareholder or shareholders; and (ix) any agreement, contract or other arrangement providing for any of the transactions described in this definition of Fundamental Change.

(B) The term "*Related Person*" shall mean any individual, corporation, partnership or other person or entity which, as of the record date for the determination of shareholders entitled to notice of and to vote on any Fundamental Change, or immediately prior to the consummation of such transaction, together with their "*Affiliates*" and "*Associates*" (as defined in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect at the date this Article became effective (the "*Exchange Act*")), are "*Beneficial Owners*" (as defined in Rule 13d-3 of the Exchange Act), in the aggregate of ten percent or more of the outstanding shares of any class or series of capital stock of the Corporation, and any Affiliate or Associate of any such individual, corporation, partnership or other person or entity.

(C) The term "*Substantial Part*" shall mean an amount which is more than twenty percent of the fair market value, as determined by a majority of the Continuing Directors, of the total consolidated assets of the Corporation and its subsidiaries taken as a whole as of the end of its most recent fiscal year ending prior to the time the determination is being made.

(D) The term "*Continuing Director*" shall mean a director who is not an Affiliate of the Related Person proposing or involved in a Fundamental Change and either (i) was a member of the Board of Directors of the Corporation on the date this Article ELEVENTH became effective or immediately prior to the time that the Related Person proposing or involved in a proposed Fundamental Change became a Related Person or (ii) was designated (before his initial election as director) as a Continuing Director by a majority of the then Continuing Directors.

(E) A "*Related Person*" shall be deemed to have acquired a share of the capital stock of the Corporation at the time when such Related Person became the Beneficial Owner thereof.

(F) Notwithstanding any other provisions of law, these Articles of Incorporation or the Bylaws of the Corporation, the affirmative vote of holders of not less than 75% of the voting power of the then outstanding shares of capital stock of the Corporation entitled to vote thereon shall be required to amend, alter, change or repeal, or adopt any provisions inconsistent with, this Article ELEVENTH.

TWELFTH. Any action required or permitted to be taken by the shareholders of the Corporation may be effected at a duly called annual or special meeting of such holders or without a meeting by the consent in writing of shareholders in accordance with Section 607.0704 of the Florida Business Corporation Act, by such holders. The holders of not less than 50% of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote on any issue to be considered at a special meeting of shareholders may call a special meeting of shareholders. The holders of a majority of the voting power of the shares of capital stock of the Corporation entitled to vote at any duly called annual or special meeting, present in person or by proxy, shall constitute a quorum for the transaction of any business at such meeting. Notwithstanding any other provisions of law, these Articles of Incorporation or the Bylaws of the Corporation, the affirmative vote of holders of not less than 75% of the voting power of the then outstanding shares of capital stock of the Corporation entitled to vote thereon shall be required to amend, alter, change or repeal, or adopt any provision inconsistent with, this Article TWELFTH.

THIRTEENTH. Pursuant to Section 607.0901(5) of the Florida Business Corporation Act, the Corporation expressly elects not to be governed by the provisions of Section 607.0901 of the Florida Business Corporation Act with respect to any "*affiliated transaction*" (as defined therein).

FOURTEENTH. Pursuant to Section 607.0902(5) of the Florida Business Corporation Act, the Corporation expressly elects not to be governed by the provisions of Section 607.0902 of the Florida Business

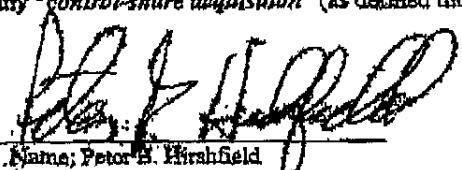
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Corporation Act with respect to any "control share acquisition" (as defined therein).

Signed on February 21 2005


Name: Peter H. Hirschfield
Title: Incorporator

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: 

Name: Michael W. Jones

Title: Asst VP

Date: 2/22/06

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