

FROM: HK

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 NOV - 7 PM 12:01

FLORIDA PROFIT/NON PROFIT CORPORATION

Spinalgen, Inc.

Certificate of Status	0
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Page Count	03
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Corporate Filing Menu

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MRS 11/8

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11-07-07 01:52P P.02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Spinalgen

November 7, 2007

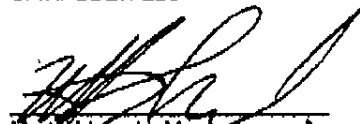
State of Florida
Department of State
Division of Corporations
Corporate Filings
Clifton Building
2681 Executive Center Circle
Tallahassee, FL 32301

Ladies and Gentlemen,

Spinalgen LLC, a Florida limited liability company, hereby consents to the incorporation in the State of Florida of an entity to be named "Spinalgen, Inc."

Very truly yours,

SPINALGEN LLC


Mark Urbanski, Manager

11/07/07

Cc: Buck Keeney II, Chairman & CEO
Steve Bales, VP Sales & Marketing
Louis Conti, Holland & Knight LLP
John Diarking, Holland & Knight LLP

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ARTICLES OF INCORPORATION
OF
SPINALGEN, INC.

07 NOV -7 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I
Name

The name of the Corporation shall be Spinalgen, Inc.

ARTICLE II
Principal Office

The principal office of the Corporation is located at 8437 Tuttle Avenue, #334, Sarasota, FL 34243, and its mailing address is the same.

ARTICLE III
Corporate Purposes, Power and Rights


The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
Authorized Stock

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Thirty Million (30,000,000) shares, consisting of (i) Fifteen Million (15,000,000) shares of common stock, \$0.01 par value per share ("Common Stock"), and (ii) Fifteen Million (15,000,000) shares of preferred stock, \$0.01 par value per share ("Preferred Stock"). The consideration for the issuance of shares of said stock may be paid in any manner permitted by the laws of the State of Florida.



FILED

ARTICLE VI
Registered Office and Registered Agent

07 NOV -7 PM 12:01

The street address of the initial registered office of the Corporation in the State of Florida shall be 15 Paradise Plaza, Suite 108, Sarasota, Florida 34239. The initial registered agent of the Corporation at the registered office shall be Mark Urbanski.

ARTICLE VII
Incorporator

The name and address of the incorporator of the Corporation is:

Name

Louis T. M. Conti

Address200 S. Orange Avenue, Suite 2600
Orlando, Florida 32801Executed this 7th day of November 2007.
Name: Louis T. M. Conti,
IncorporatorACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, 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.

Date: November 7th, 2007
Mark Urbanski, Registered Agent

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