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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION

Verasys, Inc.

EP 12/31/08
608000057081

Certificate of Status	0
Certified Copy	1
Page Count	03
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**ARTICLES OF INCORPORATION
OF
VERASYS, INC.**

The undersigned, acting as sole incorporator of Verasys, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is VERASYS, INC. (the "Corporation").

ARTICLE II. ADDRESS

The mailing and business address of the Corporation are:

66 West Flagler Street
Suite 401
Miami, Florida 33130

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ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

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

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 701 Brickell Ave., Suite 1400, Miami, Florida 33131 and the name of the Corporation's initial registered agent at that address is Law Center of the Americas, LLC.

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

James M. Meyer, Esq.
701 Brickell Ave.
Suite 1400
Miami, Florida 33131

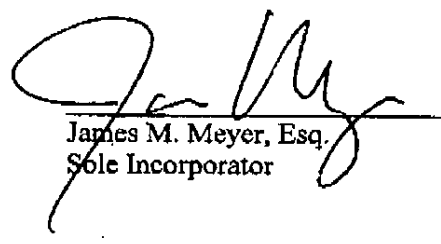
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 29th day of December, 2008.


James M. Meyer, Esq.
Sole Incorporator

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TALLAHASSEE, FLORIDA

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

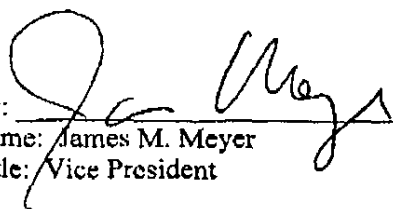
That VERASYS, INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 701 Brickell Ave., Suite 1400, Miami, Florida 33131 has named Law Center of the Americas, LLC as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 29th the day of December, 2008.

LAW CENTER OF THE AMERICAS, LLC

By: 
Name: James M. Meyer
Title: Vice President

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TALLAHASSEE, FLORIDA



December 30, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HARPER MEYER #2

SUBJECT: VERASYS, INC.
REF: W08000057081

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

This document will conflict with document #L03000013197.

An effective date may be added to the Articles of Incorporation if a 2009 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6062.

Eula Peterson
Regulatory Specialist II
New Filing Section

FAX Aud. #: H08000280463
Letter Number: 008A00061972

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE } ss:

AFFIDAVIT

COMES NOW THE UNDERSIGNED, the Manager of Verasys, LLC, a Florida limited liability company (the "LLC"), and does hereby certify that:

1. The members of the LLC have decided to form a new Florida corporation by the name of Verasys, Inc. (the "Corporation"), which will take ownership of all of said members' membership interests of the LLC.
2. After forming the Corporation, the members of the LLC will transfer all of their membership interests in the LLC to the Corporation, so that the Corporation will be the sole member of the LLC.
3. The LLC hereby grants permission to the Corporation to use its name.

FURTHER AFFIANT SAYETH NOT.

VERASYS, LLC

By: [Signature]
Name: D.C. Page
Title: Manager
Date: 12/30/08

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE } ss:

ACKNOWLEDGEMENT

The foregoing instrument was acknowledged before me this 30th day of December, 2008, by D.C. PAGE, in his capacity as the Manager of Verasys, LLC, who is [] personally known to me or [] produced _____ as identification and who did not take an oath.

(SEAL)

By: D.C. Page
Name: Ruth Morales
Title: Notary Public, State of Florida



Ruth Morales
Commission # DD686796
Expires: OCT. 20, 2010
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