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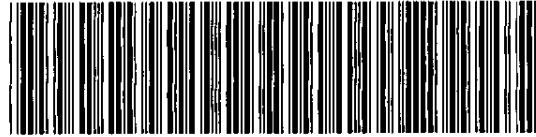
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

09 APR - 8 AM 11:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pay*  
*4/8/09*

**ARTICLES OF INCORPORATION  
OF  
MEDISYN SYSTEMS, INC.**

**FILED**

09 APR -8 AM 11:45

The undersigned incorporator, for the purpose of forming a corporation under Florida's Business Corporation Act, hereby adopt the following Articles of Incorporation.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the Corporation is Medisyn Systems, Inc. ("Corporation"). The initial principal place of business of the Corporation shall be 2752 W. Hannon Hill Dr, Tallahassee, Florida 32309 or at such other place within the State of Florida as the Board of Directors may designate. The name of the registered agent is Igler & Dougherty, P.A., 2457 Care Dr, Tallahassee, Florida 32308, which address is also the address of the Registered Office of the Corporation.

**ARTICLE II - NATURE OF BUSINESS**

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States and the State of Florida, or any other state, county, territory or nation.

**ARTICLE III - CAPITAL STOCK**

**Section 1 - Classes of Stock:** The total number of shares of all classes of capital stock which the corporation shall have authority to issue is 50,000,000 consisting of:

- A. 10,000,000 shares of preferred stock; and
- B. 40,000,000 shares of common stock; par value one cent (\$0.01) per share.

**Section 2 - Common Stock:** There shall be three classes of common stock; Class A, Class B, and Class C. Each share of Class A common stock shall have the same relative rights and be identical in all respects with every other share of Class A common stock. The holders of Class A common stock are entitled to elect the members of the Board of Directors of the Corporation and such holders are entitled to vote as a class on all matters required or permitted to be submitted to the shareholders of the Corporation. Each holder of common stock is entitled to one vote per share. No holder of any class of stock has preemptive rights with respect to the issuance of shares of that or any other class of stock and the holders of Class A common stock are not entitled to cumulative voting rights with respect to the election of directors. Voting and dividend rights of Class B common stock shares and Class C common stock shares shall be established by the board of directors prior to the

issuance of any shares of each class.

**Section 3 - Preferred Stock:** The Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of preferred stock in series, and by filing a preferred stock designation certificate pursuant to the applicable laws of the State of Florida, to establish from time to time the number of shares to be included in each such series and to fix the stated value, designation, powers, preferences and right of the share of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of preferred stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the common stock, without a vote of the holders of the preferred stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any preferred stock designation certificate.

#### **ARTICLE IV - TERM OF EXISTENCE**

This Corporation is to exist perpetually.

#### **ARTICLE V - OFFICERS AND DIRECTORS**

The names and street addresses of the initial officers and directors who shall hold office the first year of the Corporation's existence or until their successors are elected are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Arthur, Michael W.	6810 Tailfeather Way Bradenton, FL 34203	Director
Dansby, Grace H.	3800 Apalachee Parkway Tallahassee, FL 32311	Director
Dimare, W. Frank	3545 US#1 South St. Augustine, FL 32086	Director
DuBard, PhD, John A.	2450 Tim Gamble Place, Suite 200 Tallahassee, FL 32308	Director
Dussia, II, Evan Earl	7000 Duck Cove Road Tallahassee, FL 32312	Chairman of the Board, Director
Gager, Linda D.	27 Comares Avenue St. Augustine, FL 32084	Director

Lester, John A.	2752 Hannon Hill Dr., West Tallahassee, FL 32309	President and Chief Executive Officer, Director
Runk, P. Bradley	1985-A Mizell Road St. Augustine, FL 32080	Director
Versaggi, Michael	73 Valencia Street St. Augustine, FL 32084	Director

#### **ARTICLE VI - INCORPORATORS**

The name and street address of the incorporator to these Articles of Incorporation is Igler & Dougherty, P.A., 2457 Care Dr, Tallahassee, Florida 32308.

#### **ARTICLE VII - MANAGEMENT OF THE BUSINESS OF THE COMPANY**

***Section 1 - Authority of the Board.*** The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by the Florida Statutes or by these Articles of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

***Section 2 - Action by Shareholders.*** Any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called Annual or Special Meeting of Shareholders of the Corporation and may not be effected by any consent in writing by such shareholders.

***Section 3 - Special Meetings of Shareholders.*** Special Meetings of shareholders of the Corporation may be called by the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board for adoption), the Chairman of the Board or the President of the Corporation, or by shareholders holding at least 30% of the outstanding shares of the Corporation.

#### **ARTICLE VIII - NUMBER OF DIRECTORS**

***Section 1 - Number of Directors:*** The Board of Directors of the Corporation shall be comprised of not less than two (2) nor more than fifteen (15) directors and shall be fixed from

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time-to-time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the Full Board as set forth in the Corporation's Bylaws.

***Section 2 - Election and Term:*** Directors shall be elected annually by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. The term of the initial directors of the Corporation expires at the first shareholders' meeting at which directors are elected.

***Section 3 - Vacancies:*** Newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause may be filled only by a majority vote of the directors then in office, though less than a quorum. Directors so chosen shall hold office for a term expiring at the next Annual Meeting of Shareholders. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

***Section 4 - Notice:*** Advance notice of shareholder nominations for the election of directors and of business to be brought by shareholders before any meeting of the shareholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

***Section 5 - Removal by Shareholders:*** Any director, or the entire Board of Directors, may be removed from office at any time by the affirmative vote of the holders of at least 60% of the voting power of all of the then-outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

## **ARTICLE IX - INDEMNIFICATION**

***Section 1 - General:*** The Corporation shall indemnify any officer, director, employee or agent of the Corporation to the fullest extent authorized by Section 607.0850, Florida Statutes, as it now 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 said law permitted the Corporation to provide prior to such amendment. This includes, but is not limited to, any person who was or is made a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative ("Proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer 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, 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, reasonably incurred or suffered by such person in connection therewith. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that the Corporation shall indemnify any such person seeking indemnity in connection with an action, suit or Proceeding (or part thereof) initiated by such person only if such action, suit or Proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. Such right shall be a contract right and shall include the right to be paid by the Corporation for all expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified under this Article or otherwise.

***Section 2 - Failure to Pay Claim:*** If a claim under Section 1 of this Article is not paid in full by the Corporation within 90 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under Section 607.0850 for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. 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 action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 607.0850, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a

defense to the action or create a presumption that claimant has not met the applicable standard of conduct.

**Section 3 - Other Rights:** The rights conferred on any individual by Sections 1 and 2 of this Article shall not be exclusive of any other right which such individual may have or hereafter acquire under any statute, provision of these Articles of Incorporation, Bylaws of the Corporation, agreement, vote of shareholders or Disinterested Directors or otherwise.

**Section 4 - Insurance:** The Corporation may maintain insurance, at its expense, to protect itself and any such director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under Section 607.0550

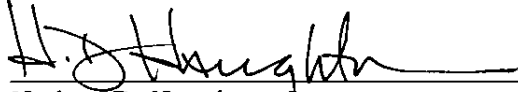
**Section 5 - Personal Liability:** A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy except as provided in the FBCA. If Section 607.0850 is amended after adoption of these Articles of Incorporation and such amendment further eliminates or limits the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so \_ amended.

Any repeal or modification of the foregoing paragraph by the shareholders or the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## **ARTICLE X - AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner prescribed by the laws of the State of Florida, and all rights conferred upon shareholders are granted subject to this reservation; provided, however, that, notwithstanding any other provision of these Articles of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, the affirmative vote of the holders of at least 60% of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors (after giving effect to the provisions of Article HI), voting together as a single class, shall be required to amend or repeal this Article XI, Article IX, or Article X.

IN WITNESS OF THE FOREGOING, the undersigned has executed these Articles of incorporation on behalf of the Board of Directors this 8<sup>th</sup> day of April, 2009.

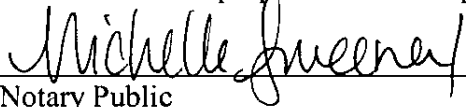
  
Herbert D. Haughton, Incorporator

STATE OF FLORIDA   )  
COUNTY OF LEON   )

BEFORE ME, the undersigned Notary Public, in and for the State of Florida at large, personally appeared Herbert D. Haughton, known personally to me to be the individual described in and who executed the foregoing Articles of Incorporation of Medisyn Systems, Inc. and after being duly sworn, acknowledged that he executed the same for the uses and purposes therein expressed.

(Seal)



  
Notary Public

MICHELLE SWEENEY  
Name Typed or Printed  
My commission expires: \_\_\_\_\_

**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

In accordance with Section 48.091, Florida Statutes, the following designation and acceptance are being submitted in compliance thereof.

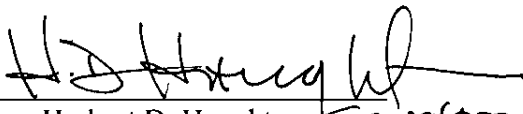
**DESIGNATION:**

Pursuant to the provision of Section 607.0501, Florida Statutes, Medisyn Systems, Inc. desires to organize under the laws of the State of Florida, and in connection therewith, hereby designates Igler & Dougherty, P.A. as its registered agent whose address is 2457 Care Dr., Tallahassee, Florida 32308, which address shall also be the address of the Registered Office of the Corporation.

**ACCEPTANCE:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, we hereby agree to act in this capacity, and we further agree to comply with the provisions of all statutes relative to the proper and complete performance of our duties, and we accept the duties and obligations of Section 607.0501, Florida Statutes.

**IGLER & DOUGHERTY, P.A.**

By:   
Herbert D. Haughton *Secretary*

Dated: April 8, 2009

**FILED**  
09 APR - 8 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA