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CT
a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
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September 16, 2009

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Re: Order #: 7654689 SO
Customer Reference 1: 122389.010000
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Franner Medical Industries, LLC (FL)
Conversion
Florida

Franner Medical Industries, Inc. (FL)
Incorporation
Florida

Franner Medical Industries, Inc. (FL)
Obtain Document - Misc - Certified copy of Conversion/Formation
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

*CT Corporation
Freddy Morales*

September 16, 2009

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DIVISION OF CORPORATIONS
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CERTIFICATE OF CONVERSION
FOR
FRANNER MEDICAL INDUSTRIES, LLC
INTO
FRANNER MEDICAL INDUSTRIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 SEP 16 PM 1:16

This Certificate of Conversion and the attached Articles of Incorporation are submitted to convert Franner Medical Industries, LLC, a Florida limited liability company (the "Converting Limited Liability Company") into a Florida corporation pursuant to §§608.4403 and 607.1115 of the Florida Statutes.

LO9000084898

1. The name of the Converting Limited Liability Company immediately prior to the filing of this Certificate of Conversion is Franner Medical Industries, LLC.

2. The Converting Limited Liability Company is a limited liability company first organized under the laws of the State of Florida on September 1, 2009.

3. The name of the Florida profit corporation as set forth in the attached Articles of Incorporation is Franner Medical Industries, Inc.

4. The Converting Limited Liability Company has converted into a Florida corporation in accordance with Chapter 608, Florida Statutes, and the conversion complies with Chapter 607, Florida Statutes, governing corporations.

5. The Plan of Conversion was approved by all of the members of the Converting Limited Liability Company in accordance with Chapter 608.

6. The principal office address of Franner Medical Industries, Inc. shall be 2627 S. Bayshore Drive, #2204, Miami, Florida 33133.

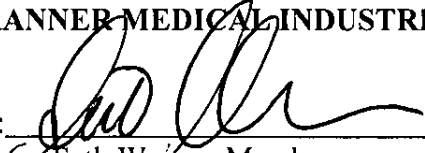
7. The effective date of this Certificate of Conversion and the accompanying Articles of Incorporation shall be the date of filing.

[Signatures on the following page]

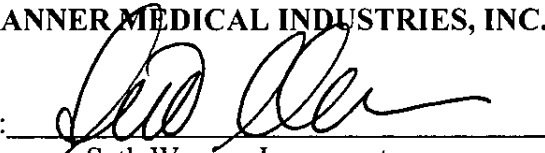
IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Conversion as of the 12 day of September, 2009.

FRANNER MEDICAL INDUSTRIES, LLC FRANNER MEDICAL INDUSTRIES, INC.

By: _____


Seth Werner, Member

By: _____


Seth Werner, Incorporator

ARTICLES OF INCORPORATION
OF
FRANNER MEDICAL INDUSTRIES, INC.

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DIVISION OF CORPORATIONS
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ARTICLE I
Name and Address

The name of this corporation is Franner Medical Industries, Inc. (the "Corporation") and the address of the principal office and the mailing address of the office of the Corporation is 2627 S. Bayshore Drive, #2204, Miami, Florida 33133.

ARTICLE II
Purposes

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE III
Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock of the Corporation shall be as follows:

Number of Shares

Authorized

1,000

Par Value Per Share

\$.01

Class of Stock

Common

ARTICLE IV
Registered Agent and Office

The street address of the Corporation's initial registered office is, 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its initial registered agent at such office is CT Corporation System.

ARTICLE V
Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director(s) until successors are duly elected and qualified. The number of directors constituting the initial Board of Directors is two, and the names of the initial directors of the Corporation, who shall serve as directors until their successors are duly elected and qualified, are Annette Franqui and Seth Werner.

ARTICLE VI
Bylaw Amendment

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and the shareholders are both expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE VII
Indemnification

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 or officer'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 had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director or officer derived an improper personal benefit. If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors or officers, then the liability of the Corporation's directors officers shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as amended.

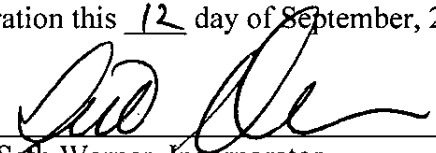
The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers and former directors or officers to the fullest extent not prohibited by law in existence either now or hereafter.

Any repeal or modification of this Article 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.

ARTICLE VIII
Incorporator

The name of the Incorporator is Seth Werner, and the address of the Incorporator is 2627 S. Bayshore Drive, #2204, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 12 day of September, 2009.


Seth Werner, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Franner Medical Industries, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CT CORPORATION SYSTEM

By: Connie Bryan
Name: **Connie Bryan**
Title: **Assistant Secretary**

Dated: September 16, 2009