P94000044996

LAW OFFICES
GLENN RASMUSSEN & FOGARTY
2100 SOUTH ASHLEY DRIVE, SUITE 1300
P.O. BOX 3333 · TAMPA, FLORIDA 33601-3333
(813) 229-3333 · FAX (813) 229-5946

June 10, 1994

VIA FEDERAL EXPRESS

800291315648

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700001202007
-06/15/94--01028--013
****122.50 ****122.50

Attn: New Filing Section

Re: Sterile Recoveries, Inc.

Gentlemen:

Enclosed are the following items pertaining to the incorporation of Sterile Recoveries, Inc.:

1. The original and one copy of Articles of Incorporation;

2. Acceptance of Registered Agent; and

3. Our check payable to you for the following charges:

Filing fee	$35.00
Certified copy	52.50
Filing Registered Agent's certificate	35.00
TOTAL	$122.50

FILED
94 JUN 13 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-16-94

Please approve and file the original Articles of Incorporation, certify the copy of them, and return the certified copy to us.

Very truly yours,

GLENN RASMUSSEN & FOGARTY

David S. Felman

DSF/ba
Enclosures
cc: Richard T. Isel
1494-001
(ba_3743)

ARTICLES OF INCORPORATION

OF

STERILE RECOVERIES, INC.

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

FILED
94 JUN 13 AM 11:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of the corporation is:

Sterile Recoveries, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal business office and mailing address of the corporation is:

28100 U.S. Highway 19 North
Suite 201
Clearwater, FL 34621

ARTICLE III. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The name and street address of the initial director is:

Name	Address
Richard T. Isel	3501 Shoreline Circle Palm Harbor, FL 34684

ARTICLE IV. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 1,000,000 shares of common stock, having a par value of $0.001 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 100 South Ashley Drive, Suite 1300, Tampa, Florida 33602, and the name of the corporation's initial registered agent at that address is David S. Felman.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator is:

David S. Felman
100 South Ashley Drive, Suite 1300
Tampa, Florida 33602

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: June 10, 1994

David S. Felman
as incorporator

(be.2/24Z)

STERILE RECOVERIES, INC.

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Sterile Recoveries, Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 100 South Ashley Drive, Suite 1300, Tampa, Florida 33602, has named David S. Felman, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for Cherokee Business Enterprises, Inc. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: June 10, 1994

David S. Felman

(Da.2/242)

FILED
94 JUL 13 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION INFORMATION SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

P94000044996

800001228086

CSC networks

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 427116 5317A

AUTHORIZATION : Patricia Piggot

COST LIMIT : $ 87.50

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amend

ORDER DATE : July 22, 1994

000001228510

ORDER TIME : 9:35 AM

ORDER NO. : 427116

CUSTOMER NO: 5317A

CUSTOMER: Robert Bivins, Esq
Glenn Rasmussen & Fogarty
Ashley Tower, Suite 1300
100 South Ashley Drive
Tampa, FL 33602

RECEIVED
1994 JUL 22 AM 10:14
DIVISION OF CORPORATIONS

FILED
1994 JUL 22 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: STERILE RECOVERIES, INC.

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

Name Availability	7/22/94
Document Examiner	BDH
Updater	BDH
Updater Verifyer	BDH
Acknowledgement	BDH
W.P. Verifyer	BDH

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: ____

FILED
1994 JUL 22 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
STERILE RECOVERIES, INC.

Pursuant to Section 607.1005 of the Florida Business Corporation Act, STERILE RECOVERIES, INC. adopts these Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is STERILE RECOVERIES, INC.

SECOND: Article IV of the corporation's Articles of Incorporation is amended entirely to read as follows:

ARTICLE IV. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 10,000,000 shares of common stock, having a par value of $.001 per share.

THIRD: The foregoing amendment to Article IV was adopted and approved by the sole director and shareholder of the corporation by written consent without a meeting on July 21, 1994, which is sufficient under section 607.1005 of the Florida Business Corporation Act to adopt the foregoing amendment to the corporation's Articles of Incorporation.

FOURTH: *The foregoing amendment will become effective* when these Articles of Amendment are filed by the Florida Department of State.

EXECUTED: July 21, 1994

STERILE RECOVERIES, INC.

By: ______________________
Richard T. Isel
Director

(Bramley:364)

LAW OFFICES
GLENN RASMUSSEN & FOGARTY
100 SOUTH ASHLEY DRIVE, SUITE 1300
P.O. BOX 3333, TAMPA, FLORIDA 33601-3333
(813) 229-3333 FAX (813) 229-5946

P94000044996

September 1?, 1994

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

300001289493
09/30/94--01052--009
*****87.50 *****87.50

Re: Sterile Recoveries, Inc.

Gentlemen:

Enclosed are the following items pertaining to Sterile Recoveries, Inc.:

1. The original and one copy of Statement of Change of Registered Office and Registered Agent (the "Statement"); and

2. Our check payable to you for the following charges:

Filing fee	$35.00
Certified copy	52.50
TOTAL	$87.50

FILED
94 SEP 29 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please approve and file the original Statement, certify the copy of it, and return the certified copy to me.

Very truly yours,

GLENN RASMUSSEN & FOGARTY

Karen L. Bramley

Karen L. Bramley
Legal Assistant

KLB/kb

cc: Richard T. Isel

(Bramley.452)

9/29/94

STERILE RECOVERIES, INC.

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

To the Secretary of State of the State of Florida:

Pursuant to the provisions of Sections 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

FIRST: The name of the corporation is Sterile Recoveries, Inc.

SECOND: The address of its present registered office is 100 South Ashley Drive, Suite 1300, Tampa, Florida 33602.

THIRD: The address to which its registered office is to be changed is 28100 U.S. Highway 19 North, Suite 201, Clearwater, FL 34621.

FOURTH: The name of its present registered agent is David S. Felman.

FIFTH: The name of its successor registered agent is Richard T. Isel.

SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of directors.

DATED: Sept 19, 1994

STERILE RECOVERIES, INC.

By: [signature]
RICHARD T. ISEL, President

FILED
94 SEP 29 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE AND ACKNOWLEDGEMENT

Having been named to accept service of process for **STERILE RECOVERIES, Inc.**, at the place designated in this Statement, I agree to act in this capacity, to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATED: Sept 19, 1994

[signature]
RICHARD T. ISEL

(Bramley:449) 1494-004

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 4, 1995
AMOUNT DUE ON OR BEFORE 8/4/95: $225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $375)

PROFIT CORPORATION ANNUAL REPORT 1995

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 15 AM 11:49

DOCUMENT # P94000044996 (4)

1. Corporation Name
STERILE RECOVERIES, INC.

Principal Place of Business	Mailing Address
28100 US HWY 19 N SUITE 201 CLEARWATER FL 34621	28100 US HWY 19 N SUITE 201 CLEARWATER FL 34621

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 06/13/1994
3a. Date of Last Report:

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24 / Country 25	Zip 29 / Country 30

4. FEI Number: 59-3252632 — Applied For / Not Applicable
5. Certificate of Status Desired ☒ — $8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution ☐ — $5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes. ☐ Yes ☒ No

9. Name and Address of Current Registered Agent
ISEL, RICHARD T
28100 U.S. HIGHWAY 19 NORTH
SUITE 201
CLEARWATER FL 34621

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City — FL — 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE ______ Signature, typed or printed name of registered agent and title if applicable. NOTE: Registered Agent Signature required when reinstating. DATE

12. OFFICERS AND DIRECTORS

TITLE	D
NAME	ISEL, RICHARD T
STREET ADDRESS	3501 SHORELINE CIR
CITY-ST-ZIP	PALM HARBOR FL 34684

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P/D	☒ Change ☐ Addition
1.2 NAME	ISEL, RICHARD T.	
1.3 STREET ADDRESS	3035 TURTLE BROOK	
1.4 CITY-ST-ZIP	CLEARWATER, FL 34621	
2.1 TITLE	V/D	☐ Change ☒ Addition
2.2 NAME	WAYNE R PETERSON	
2.3 STREET ADDRESS	2779 CAMDEN RD.	
2.4 CITY-ST-ZIP	CLEARWATER FL 34621	
3.1 TITLE	V/S/D	☐ Change ☒ Addition
3.2 NAME	JAMES T. BOOSALES	
3.3 STREET ADDRESS	13561 VERDE DR.	
3.4 CITY-ST-ZIP	PALM BEACH GARDENS, FL 33410	
4.1 TITLE		☐ Change ☐ Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		☐ Change ☐ Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		☐ Change ☐ Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: J Boosales JAMES T. BOOSALES 6/9/95 (813) 726-4421
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — DATE — Daytime Phone #

CR2E034 (3/95)

P94000044996

GLENN RASMUSSEN & FOGARTY
ATTORNEYS AT LAW
100 South Ashley Drive, Suite 1300
P.O. Box 3333 Tampa, Florida 33601-3333
(813) 229-3333 Fax (813) 229-5946

FILED
96 JAN 17 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 2, 1996

900001677149
-01/03/96--01093--020
*****87.50 *****87.50

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Sterile Recoveries, Inc.

Gentlemen:

Enclosed are the following items pertaining to the filing of Second Articles of Amendment to Articles of Incorporation of Sterile Recoveries, Inc.:

1. The original and one copy of Second Articles of Amendment to Articles of Incorporation; and

2. Our check payable to you for the following charges:

Filing fee	$35.00
Certified copy	52.50
TOTAL	$87.50

Please approve and file the Second Articles of Amendment to Articles of Incorporation, certify the copy of them, and return the certified copy to us in the enclosed envelope.

Betty Atkins GIVE
AUTHORIZATION BY PHONE TO
CORRECT Statute H
DATE 1/17
DOC EXAM BB

Very truly yours,

GLENN RASMUSSEN & FOGARTY, P.A.

David S. Felman

DSF/ba
Enclosures
cc: Jim Boosales
1494-003
bca2/96

Amend

JAN 1 7 1996

SECOND ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
STERILE RECOVERIES, INC.

FILED
96 JAN 17 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, STERILE RECOVERIES, INC. adopts these Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is STERILE RECOVERIES, INC.

SECOND: Article IV of the corporation's Articles of Incorporation is amended entirely to read as follows:

ARTICLE IV. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 30,000,000 shares of common stock, having a par value of $.001 per share.

THIRD: The foregoing amendment to Article IV was adopted and approved by written consent by all of the sole directors and a majority of the shareholders of the corporation on December 21, 1995, which is sufficient under section 607.1006 of the Florida Business Corporation Act to adopt the foregoing amendment to the corporation's Articles of Incorporation.

FOURTH: The foregoing amendment will become effective when these Articles of Amendment are filed by the Florida Department of State.

EXECUTED: December 21, 1995

STERILE RECOVERIES, INC.

By: [signature]
Richard T. Isel
Director and President

(Bramley:364 1/2/96, 11:50 AM)

rights as and be identical in all respects to all the other shares of Common Stock.

(B) Voting Rights. Except as otherwise provided by the FBCA or these Articles of Incorporation and except as may be determined by the Board of Directors with respect to the Preferred Stock, only the holders of Common Stock shall be entitled to vote for the election of directors of the Corporation and for all other corporate purposes. Upon any such vote, each holder of Common Stock shall, except as otherwise provided by the FBCA, be entitled to one vote for each share of Common Stock held by such holder.

(C) Dividends. Whenever there shall have been paid, or declared and set aside for payment, to the holders of the shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then the holders of record of the Common Stock, and the holders of any class or series of stock entitled to participate therewith as to dividends, shall be entitled to receive dividends, when, as, and if declared by the Board of Directors, out of any assets legally available for the payment of dividends thereon.

(D) Dissolution, Liquidation, Winding Up. In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of the Common Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part as to the distribution of assets, shall become entitled to participate in the distribution of assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation, or winding up, the full preferential amounts (if any) to which they are entitled and shall have paid or provided for payment of all debts and liabilities of the Corporation.

3.3 Preferred Stock.

(A) Issuance, Designations, Powers, Etc. The Board of Directors is expressly authorized, subject to the limitations prescribed by the FBCA and these Articles of Incorporation, to provide, by resolution and by filing Articles of Amendment to these Articles of Incorporation, which shall be effective without shareholder action pursuant to Section 607.0602(4) of the FBCA, for the issuance from time to time of the shares of the Preferred Stock in one or more classes or series, to establish from time to time the number of shares to be included in each such class or series, and to fix the designations, powers, preferences, and other rights of the shares of each such class or series and to fix the qualifications, limitations, and restrictions thereon, including, but without limiting the generality of the foregoing, the following:

(1) the number of shares constituting that class or series and the distinctive designation of that class or series;

(2) the dividend rate on the shares of that class or series, whether dividends shall be cumulative, noncumulative, or partially cumulative and, if so, from which date or dates, and the relative rights of priority, if any, of payments of dividends on shares of that class or series;

(3) whether that class or series shall have voting rights, in addition to the voting rights provided by the FBCA, and, if so, the terms of such voting rights;

(4) whether that class or series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

(5) whether or not the shares of that class or series shall be redeemable, and, if so, the terms and conditions of such redemption, including the dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates as the Board of Directors shall determine;

(6) whether that class or series shall have a sinking fund for the redemption or purchase of shares of that class or series, and, if so, the terms and amount of such sinking fund;

(7) the rights of the shares of that class or series in the event of voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that class or series; and

(8) any other relative powers, preferences, and rights of that class or series, and qualifications, limitations, or restrictions on that class or series.

(B) <u>Dissolution, Liquidation, Winding Up.</u> In the event of any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, the holders of Preferred Stock of each class or series shall be entitled to receive only such amount or amounts as shall have been fixed by the Articles of Amendment to these Articles of Incorporation or by the resolution or resolutions of the Board of Directors providing for the issuance of such class or series.

3.4 No Preemptive Rights. Except as the Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

ARTICLE 4
Board of Directors

4.1 Classification. Except as otherwise provided pursuant to the provisions of these Articles of Incorporation or Articles of Amendment filed pursuant to Section 3.3 hereof relating to the rights of the holders of any class or series of Preferred Stock, voting separately by class or series, to elect additional directors under specified circumstances, the number of directors of the Corporation shall be as fixed from time to time by or pursuant to these Articles of Incorporation or by bylaws of the Corporation (the "Bylaws"). The directors, other than those who may be elected by the holders of any class or series of Preferred Stock voting separately by class or series, shall be classified, with respect to the time for which they severally hold office, into three classes, Class I, Class II and Class III, each of which shall be as nearly equal in number as possible, and shall be adjusted from time to time in the manner specified in the Bylaws to maintain such proportionality. Each initial director in Class I shall hold office for a term expiring at the 1999 annual meeting of the shareholders; each initial director in Class II shall hold office for a term expiring at the 1998 annual meeting of the shareholders; and each initial director in Class III shall hold office for a term expiring at the 1997 annual meeting of the shareholders. Notwithstanding the foregoing provisions of this Section 4.1, each director shall serve until such director's successor is duly elected and qualified or until such director's earlier death, resignation, or removal. At each annual meeting of the shareholders, the successors to the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of the shareholders held in the third year following the year of their election and until their successors shall have been duly elected and qualified or until such director's earlier death, resignation, or removal.

4.2 Removal.

(A) Removal For Cause. Except as otherwise provided pursuant to the provisions of these Articles of Incorporation or Articles of Amendment filed pursuant to Section 3.3

hereof relating to the rights of the holders of any class or series of Preferred Stock, voting separately by class or series, to elect directors under specified circumstances, any director or directors may be removed from office at any time, but only for cause (as defined in Section 4.2(B) hereof) and only by the affirmative vote, at a special meeting of the shareholders called for such a purpose, of not less than sixty-six and two-thirds percent (66 2/3%) of the total number of votes 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, but only if notice of such proposed removal was contained in the notice of such meeting. At least thirty (30) days prior to such special meeting of shareholders, written notice shall be sent to the director or directors whose removal will be considered at such meeting. Any vacancy on the Board of Directors resulting from such removal or otherwise shall be filled only by vote of a majority of the directors then in office, although less than a quorum, and any director so chosen shall hold office until the next election of the class for which such director shall have been chosen and until his or her successor shall have been elected and qualified or until any such director's earlier death, resignation, or removal.

(B) "Cause" Defined. For the purposes of this Section 4.2, "cause" shall mean (i) misconduct as a director of the Corporation or any subsidiary of the Corporation which involves dishonesty with respect to a substantial or material corporate activity or corporate assets, or (ii) conviction of an offense punishable by one (1) or more years of imprisonment (other than minor regulatory infractions and traffic violations which do not materially and adversely affect the Corporation).

4.3 Change of Number of Directors. In the event of any increase or decrease in the authorized number of directors, the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Board of Directors among the three classes of directors so as to maintain such classes as nearly equal as possible. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

4.4 Directors Elected by Holders of Preferred Stock. Notwithstanding the foregoing, whenever the holders of any one or more classes or series of Preferred Stock issued by the Corporation shall have the right, voting separately by class or series, to elect one or more directors at an annual or special meeting of shareholders, the election, term of office, filling of vacancies, and other features of such directorships shall be governed by the terms of these Articles of Incorporation, as amended by Articles of Amendment applicable to such classes or series of Preferred Stock, and such directors so elected shall not be divided into classes pursuant to this

Article 4 unless expressly provided by the Articles of Amendment applicable to such classes or series of Preferred Stock.

4.5 Exercise of Business Judgment. In discharging his or her duties as a director of the Corporation, a director may consider such factors as the director considers relevant, including the long-term prospects and interests of the Corporation and its shareholders, the social, economic, legal, or other effects of any corporate action or inaction upon the employees, suppliers, customers of the Corporation or its subsidiaries, the communities and society in which the Corporation or its subsidiaries operate, and the economy of the State of Florida and the United States.

4.6 Number of Directors. The number of directors constituting the Board of Directors of the Corporation is six (6). The number of directors may be increased or decreased from time to time as provided in the Bylaws, but in no event shall the number of directors be less than three (3).

ARTICLE 5
Action By Shareholders

5.1 Call For Special Meeting. Special meetings of the shareholders of the Corporation may be called at any time, but only by (a) the President or Chairman of the Board of the Corporation, (b) a majority of the directors in office, although less than a quorum, and (c) the holders of not less than thirty-five percent (35%) of the total number of votes 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.

5.2 Shareholder Action By Unanimous Written Consent. 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 the shareholders, and may not be effected by any consent in writing by such shareholders, unless such written consent is unanimous.

ARTICLE 6
Indemnification

6.1 Provision of Indemnification. The Corporation shall, to the fullest extent permitted or required by the FBCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Executive Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any such Director or Executive Officer is a Party or in which such Director or Executive Officer is deposed or called to testify as a witness because he or she is or was a Director or Executive Officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which a Director or Executive Officer may be entitled under any written agreement, Board of Directors' resolution, vote of shareholders, the FBCA, or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against Liabilities and advancement of Expenses by the purchase of insurance on behalf of any one or more of its Directors or Executive Officers whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director or Executive Officer under this Article. For purposes of this Article, the term "Directors" includes former directors of the Corporation and any director who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including, without limitation, any employee benefit plan (other than in the capacity as an agent separately retained and compensated for the provision of goods or services to the enterprise, including, without limitation, attorneys-at-law, accountants, and financial consultants). For purposes of this Article, the term "Executive Officers" includes those individuals who are or were at any time "executive officers" of the Corporation as defined in Securities and Exchange Commission Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended. All other capitalized terms used in this Article 6 and not otherwise defined herein have the meaning set forth in Section 607.0850 of the FBCA. The provisions of this Article 6 are intended solely for the benefit of the indemnified parties described herein and their heirs and personal representatives and shall not create any rights in favor of third parties. No amendment to or repeal of this Article 6 shall diminish the rights of indemnification provided for herein prior to such amendment or repeal.

ARTICLE 7
Amendments

7.1 **Articles of Incorporation.** Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation (and notwithstanding that a lesser percentage may be specified by law) the affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the total number of votes of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required (unless separate voting by classes is required by the FBCA, in which event the affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the number of shares of each class or series entitled to vote as a class shall be required), to amend or repeal, or to adopt any provision inconsistent with the purpose or intent of, Articles 4, 5, 6, or this Article 7 of these Articles of Incorporation. Notice of any such proposed amendment, repeal, or adoption shall be contained in the notice of the meeting at which it is to be considered. Subject to the provisions set forth herein, the Corporation reserves the right to amend, alter, repeal, or rescind any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law.

7.2 Bylaws. The shareholders of the Corporation may adopt or amend a bylaw which fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the FBCA. The adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum or voting requirement and be adopted by the same vote and voting groups required to take action under the quorum or voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE 8
Registered Office and Agent

The address of the Registered Office of the Corporation is 28100 U.S. Highway 19 North, Suite 201, Clearwater, Florida 34621, and the Registered Agent at such address is Richard T. Isel.

ARTICLE 9
Principal Office and Mailing Address

The address of the Principal Office of the Corporation and its mailing address is 28100 U.S. Highway 19 North, Suite 201, Clearwater, Florida 34621. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

THIRD: The foregoing restatement of the Corporation's Articles of Incorporation amends the Corporation's Articles of Incorporation and was adopted and approved by a majority of the shareholders of the Corporation at a meeting of the shareholders held on May 2, 1996, and the number of votes cast by the shareholders was sufficient for approval.

Fourth: The foregoing restatement of the Corporation's Articles of Incorporation will become effective upon the filing of these Restated Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, these Restated Articles of Incorporation have been signed on behalf of the Corporation this 2 day of May, 1996.

Richard T. Isel, President

P94000044996

Refilm
2-1535

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

SURGIPRO, INC., a Florida corporation, K77138

INTO

STERILE RECOVERIES, INC., a Florida corporation, P94000044996

File date: March 7, 1996

Corporate Specialist: Darlene Connell

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX
800-342-8086

P94000044996

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 073083 4342710

AUTHORIZATION :

COST LIMIT : $ PPD

ORDER DATE : March 7, 1996

ORDER TIME : 10:21 AM

ORDER NO. : 073083

CUSTOMER NO: 4342710

CUSTOMER: David S. [illegible]
[illegible] Rasmussen [illegible]
Suite 1300
100 South Ashley Drive
Tampa, FL 33602

500001735855
-03/07/96--01073--007
****122.50 ****122.50

FILED
96 MAR -7 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

[illegible], INC.

INTO

[illegible] RECOVERIES, INC.

RECEIVED
96 MAR -7 PM 12:47
DIVISION OF CORPORATIONS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

Merger

CONTACT PERSON: GWEN BUTLER

EXAMINER'S INITIALS: [illegible]
3/8/96

FILED
96 MAR -7 AM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
TO
MERGE SURGIPRO, INC.
INTO STERILE RECOVERIES, INC.

SURGIPRO, INC. ("Surgipro"), a Florida corporation, and **STERILE RECOVERIES, INC.** (the "Company"), a Florida corporation, execute the following Articles of Merger pursuant to section 607.1105 of the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "Florida Business Corporation Act") to effectuate a merger of Surgipro with and into the Company (the "Merger"):

ARTICLE I
PLAN OF MERGER

The plan of merger of Surgipro into the Company (the "Plan of Merger") is as follows:

1.1 Parties to Merger. The parties to the Merger are Surgipro and the Company (together the "Companies"). Clayton W. Page ("Page") owns all of the issued and outstanding stock of Surgipro.

1.2 The Merger. Subject to the terms and conditions of the Agreement and Plan of Merger dated as of February 26, 1996, and in accordance with the Florida Business Corporation Act, Surgipro will be merged with and into the Company as of the effective time of the merger specified in Article II below (the "Effective Time"). As a result of the Merger, the Company will continue as the surviving corporation (the "Surviving Corporation"), and the corporate existence of Surgipro will cease at the Effective Time. Promptly after these Articles of Merger are fully executed, the Company shall deliver these Articles of Merger to the Department of State of Florida (the "Department") for filing and pay to the Department all fees required for their filing and to effectuate the Merger.

1.3 Conversion of Shares. At the Effective Time, all the shares of common stock of Surgipro ("Surgipro Stock") that are issued and outstanding immediately before the Effective Time will be converted into a right to receive 90,000 shares of the common stock of the Company (the "Company Stock") and a Promissory Note (the "Purchaser Note") in the amount specified in the Merger Agreement, without any further action by the holder of Surgipro Stock, except for surrender to the Company of the certificate or certificates evidencing those shares. As a result of the Merger, the record holder of Surgipro Stock at the Effective Time (Page) will become the owner of 90,000 shares of the Company Stock.

1.4 Effects of Merger. The Merger will have the legal effects prescribed by section 607.1106 of the Florida Business Corporation Act. For federal income tax purposes, the Merger is intended to qualify as a tax-free reorganization pursuant to section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

1.5 Bylaws and Articles of Incorporation. The Bylaws and Articles of Incorporation of the Company in effect at the Effective Time will be the Bylaws and Articles of Incorporation of the Surviving Corporation, until they are amended in accordance with their terms and the Florida Business Corporation Act.

1.6 Directors and Officers. The directors and officers of the Company in office at the Effective Time will continue to be the directors and officers of the Surviving Corporation following the Merger, until their respective successors are duly elected and qualified in accordance with the Florida Business Corporation Act and the Company's Bylaws and Articles of Incorporation or until their earlier death, resignation, or removal from office.

1.7 Further Assurances. At any time and from time to time after the Effective Time, at the request of the Company or any assignee or successor of it, the officers and directors of Surgipro last in office shall execute and deliver to the Company any new, additional, or confirmatory deed, agreement, instrument, or other document, and take or cause to be taken all further action, as is necessary or appropriate to vest, record, confirm, perfect, or otherwise establish the Company's right, title, and interest in and to all rights, powers, property, franchises, immunities, and privileges of Surgipro or to otherwise carry into effect the intent and purposes of this Plan of Merger.

ARTICLE II
EFFECTIVE DATE OF MERGER

The Merger will become effective (the "Effective Time") as of the date and time when these Articles of Merger are filed by the Department of State of Florida.

ARTICLE III
SHAREHOLDER APPROVAL OF MERGER AND PLAN OF MERGER

The Merger and Plan of Merger was adopted by Page, as sole shareholder and director of Surgipro, on as of February 26, 1996, and by the directors and "Original Shareholders" of the

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX
800-342-8086

P94000044996

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 947700 4342718

AUTHORIZATION :

800001815458
-05/09/96--01092--003
*****87.50 *****87.50

COST LIMIT : $ PPD

ORDER DATE : May 9, 1996

ORDER TIME : 10:24 AM

ORDER NO. : 947700

CUSTOMER NO: 4342718

CUSTOMER: Mr. Steven W. Vazquez
Glenn Rasmussen & Fogarty
Suite 1300
100 South Ashley Drive
Tampa, FL 33602

FILED
96 MAY -9 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

5/13

NAME: STERILE RECOVERIES, INC.

Restated Art

____ ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

DIVISION OF ... 96 MAY -9 AM 11:27

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

corrected R/A per Mr. Vazquez

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: ________

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 9, 1996

CSC NETWORKS
JENNIFER
TALLAHASSEE, FL

Resubmit to Joy

SUBJECT: STERILE RECOVERIES, INC.
Ref. Number: P94000044996

RESUBMIT
Please give original submission date as file date.

We have received your document for STERILE RECOVERIES, INC. and your check(s) totaling $87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Susan Payne

Letter Number: 996A00022769

RECEIVED
96 MAY 13 PM 12:15
DIVISION OF CORPORATION

FILED

96 MAY -9 PM 3:14

SECRETARY OF STATE
TALLAHASSEE FLORIDA

RESTATED ARTICLES OF INCORPORATION
OF
STERILE RECOVERIES, INC.

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), Sterile Recoveries, Inc. adopts these Restated Articles of Incorporation:

FIRST: The name of the Corporation is STERILE RECOVERIES, INC.

SECOND: The Corporation's Articles of Incorporation are restated in their entirety to read as follows:

ARTICLE 1
Name

The name of the Corporation is: STERILE RECOVERIES, INC.

ARTICLE 2
Business and Activities

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

ARTICLE 3
Capital Stock

3.1 Authorized Shares. The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 35,000,000 shares, of which 30,000,000 shares shall be Common Stock having a par value of $0.001 per share ("Common Stock") and 5,000,000 shares shall be Preferred Stock, having a par value of $0.001 per share ("Preferred Stock"). The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the FBCA, to provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval of the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the FBCA.

3.2 Common Stock.

(A) Relative Rights. The Common Stock shall be subject to all of the rights, privileges, preferences, and priorities of the Preferred Stock as set forth in the Articles of Amendment to these Articles of Incorporation that may hereafter be filed pursuant to Section 607.0602 of the FBCA to establish the respective class or series of the Preferred Stock. Except as otherwise provided in these Articles of Incorporation, each share of Common Stock shall have the same rights as and be identical in all respects to all the other shares of Common Stock.

(B) Voting Rights. Except as otherwise provided by the FBCA or these Articles of Incorporation and except as may be determined by the Board of Directors with respect to the Preferred Stock, only the holders of Common Stock shall be entitled to vote for the election of directors of the Corporation and for all other corporate purposes. Upon any such vote, each holder of Common Stock shall, except as otherwise provided by the FBCA, be entitled to one vote for each share of Common Stock held by such holder.

(C) Dividends. Whenever there shall have been paid, or declared and set aside for payment, to the holders of the shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then the holders of record of the Common Stock, and the holders of any class or series of stock entitled to participate therewith as to dividends, shall be entitled to receive dividends, when, as, and if declared by the Board of Directors, out of any assets legally available for the payment of dividends thereon.

(D) Dissolution, Liquidation, Winding Up. In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of the Common Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part as to the distribution of assets, shall become entitled to participate in the distribution of assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation, or winding up, the full preferential amounts (if any) to which they are entitled and shall have paid or provided for payment of all debts and liabilities of the Corporation.

3.3 Preferred Stock.

(A) Issuance, Designations, Powers, Etc. The Board of Directors is expressly authorized, subject to the limitations prescribed by the FBCA and these Articles of Incorporation, to provide, by resolution and by filing Articles of Amendment to these Articles of Incorporation, which shall be effective without shareholder action pursuant to Section 607.0602(4) of the FBCA, for the issuance from time to time of the shares of the Preferred Stock in one or more classes or series, to establish from time to time the number of shares to be included in each such class or series, and to fix the designations, powers, preferences, and other rights of the shares of each such class or series and to fix the qualifications, limitations, and restrictions thereon, including, but without limiting the generality of the foregoing, the following:

(1) the number of shares constituting that class or series and the distinctive designation of that class or series;

(2) the dividend rate on the shares of that class or series, whether dividends shall be cumulative, noncumulative, or partially cumulative and, if so, from which date or dates, and the relative rights of priority, if any, of payments of dividends on shares of that class or series;

(3) whether that class or series shall have voting rights, in addition to the voting rights provided by the FBCA, and, if so, the terms of such voting rights;

(4) whether that class or series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

(5) whether or not the shares of that class or series shall be redeemable, and, if so, the terms and conditions of such redemption, including the dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates as the Board of Directors shall determine;

(6) whether that class or series shall have a sinking fund for the redemption or purchase of shares of that class or series, and, if so, the terms and amount of such sinking fund;

(7) the rights of the shares of that class or series in the event of voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that class or series; and

(8) any other relative powers, preferences, and rights of that class or series, and qualifications, limitations, or restrictions on that class or series.

(B) Dissolution, Liquidation, Winding Up. In the event of any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, the holders of Preferred Stock of each class or series shall be entitled to receive only such amount or amounts as shall have been fixed by the Articles of Amendment to these Articles of Incorporation or by the resolution or resolutions of the Board of Directors providing for the issuance of such class or series.

3.4 No Preemptive Rights. Except as the Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

ARTICLE 4
Board of Directors

4.1 Classification. Except as otherwise provided pursuant to the provisions of these Articles of Incorporation or Articles of Amendment filed pursuant to Section 3.3 hereof relating to the rights of the holders of any class or series of Preferred Stock, voting separately by class or series, to elect additional directors under specified circumstances, the number of directors of the Corporation shall be as fixed from time to time by or pursuant to these Articles of Incorporation or by bylaws of the Corporation (the "Bylaws"). The directors, other than those who may be elected by the holders of any class or series of Preferred Stock voting separately by class or series, shall be classified, with respect to the time for which they severally hold office, into three classes, Class I, Class II and Class III, each of which shall be as nearly equal in number as possible, and shall be adjusted from time to time in the manner specified in the Bylaws to maintain such proportionality. Each initial director in Class I shall hold office for a term expiring at the 1999 annual meeting of the shareholders; each initial director in Class II shall hold office for a term expiring at the 1998 annual meeting of the shareholders; and each initial director in Class III shall hold office for a term expiring at the 1997 annual meeting of the shareholders. Notwithstanding the foregoing provisions of this Section 4.1, each director shall serve until such director's successor is duly elected and qualified or until such director's earlier death, resignation, or removal. At each annual meeting of the shareholders, the successors to the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of the shareholders held in the third year following the year of their election and until their successors shall have been duly elected and qualified or until such director's earlier death, resignation, or removal.

4.2 Removal.

(A) Removal For Cause. Except as otherwise provided pursuant to the provisions of these Articles of Incorporation or Articles of Amendment filed pursuant to Section 3.3

hereof relating to the rights of the holders of any class or series of Preferred Stock, voting separately by class or series, to elect directors under specified circumstances, any director or directors may be removed from office at any time, but only for cause (as defined in Section 4.2(B) hereof) and only by the affirmative vote, at a special meeting of the shareholders called for such a purpose, of not less than sixty-six and two-thirds percent (66 2/3%) of the total number of votes 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, but only if notice of such proposed removal was contained in the notice of such meeting. At least thirty (30) days prior to such special meeting of shareholders, written notice shall be sent to the director or directors whose removal will be considered at such meeting. Any vacancy on the Board of Directors resulting from such removal or otherwise shall be filled only by vote of a majority of the directors then in office, although less than a quorum, and any director so chosen shall hold office until the next election of the class for which such director shall have been chosen and until his or her successor shall have been elected and qualified or until any such director's earlier death, resignation, or removal.

(B) "Cause" Defined. For the purposes of this Section 4.2, "cause" shall mean (i) misconduct as a director of the Corporation or any subsidiary of the Corporation which involves dishonesty with respect to a substantial or material corporate activity or corporate assets, or (ii) conviction of an offense punishable by one (1) or more years of imprisonment (other than minor regulatory infractions and traffic violations which do not materially and adversely affect the Corporation).

4.3 Change of Number of Directors. In the event of any increase or decrease in the authorized number of directors, the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Board of Directors among the three classes of directors so as to maintain such classes as nearly equal as possible. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

4.4 Directors Elected by Holders of Preferred Stock. Notwithstanding the foregoing, whenever the holders of any one or more classes or series of Preferred Stock issued by the Corporation shall have the right, voting separately by class or series, to elect one or more directors at an annual or special meeting of shareholders, the election, term of office, filling of vacancies, and other features of such directorships shall be governed by the terms of these Articles of Incorporation, as amended by Articles of Amendment applicable to such classes or series of Preferred Stock, and such directors so elected shall not be divided into classes pursuant to this

Article 4 unless expressly provided by the Articles of Amendment applicable to such classes or series of Preferred Stock.

4.5 Exercise of Business Judgment. In discharging his or her duties as a director of the Corporation, a director may consider such factors as the director considers relevant, including the long-term prospects and interests of the Corporation and its shareholders, the social, economic, legal, or other effects of any corporate action or inaction upon the employees, suppliers, customers of the Corporation or its subsidiaries, the communities and society in which the Corporation or its subsidiaries operate, and the economy of the State of Florida and the United States.

4.6 Number of Directors. The number of directors constituting the Board of Directors of the Corporation is six (6). The number of directors may be increased or decreased from time to time as provided in the Bylaws, but in no event shall the number of directors be less than three (3).

ARTICLE 5
Action By Shareholders

5.1 Call For Special Meeting. Special meetings of the shareholders of the Corporation may be called at any time, but only by (a) the President or Chairman of the Board of the Corporation, (b) a majority of the directors in office, although less than a quorum, and (c) the holders of not less than thirty-five percent (35%) of the total number of votes 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.

5.2 Shareholder Action By Unanimous Written Consent. 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 the shareholders, and may not be effected by any consent in writing by such shareholders, unless such written consent is unanimous.

ARTICLE 6
Indemnification

6.1 Provision of Indemnification. The Corporation shall, to the fullest extent permitted or required by the FBCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Executive Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any such Director or Executive Officer is a Party or in which such Director or Executive Officer is deposed or called to testify as a witness because he or she is or was a Director or Executive Officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which a Director or Executive Officer may be entitled under any written agreement, Board of Directors' resolution, vote of shareholders, the FBCA, or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against Liabilities and advancement of Expenses by the purchase of insurance on behalf of any one or more of its Directors or Executive Officers whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director or Executive Officer under this Article. For purposes of this Article, the term "Directors" includes former directors of the Corporation and any director who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including, without limitation, any employee benefit plan (other than in the capacity as an agent separately retained and compensated for the provision of goods or services to the enterprise, including, without limitation, attorneys-at-law, accountants, and financial consultants). For purposes of this Article, the term "Executive Officers" includes those individuals who are or were at any time "executive officers" of the Corporation as defined in Securities and Exchange Commission Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended. All other capitalized terms used in this Article 6 and not otherwise defined herein have the meaning set forth in Section 607.0850 of the FBCA. The provisions of this Article 6 are intended solely for the benefit of the indemnified parties described herein and their heirs and personal representatives and shall not create any rights in favor of third parties. No amendment to or repeal of this Article 6 shall diminish the rights of indemnification provided for herein prior to such amendment or repeal.

ARTICLE 7
Amendments

7.1 Articles of Incorporation. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation (and notwithstanding that a lesser percentage may be specified by law) the affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the total number of votes of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required (unless separate voting by classes is required by the FBCA, in which event the affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the number of shares of each class or series entitled to vote as a class shall be required), to amend or repeal, or to adopt any provision inconsistent with the purpose or intent of, Articles 4, 5, 6, or this Article 7 of these Articles of Incorporation. Notice of any such proposed amendment, repeal, or adoption shall be contained in the notice of the meeting at which it is to be considered. Subject to the provisions set forth herein, the Corporation reserves the right to amend, alter, repeal, or rescind any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law.

7.2 Bylaws. The shareholders of the Corporation may adopt or amend a bylaw which fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the FBCA. The adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum or voting requirement and be adopted by the same vote and voting groups required to take action under the quorum or voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE 8
Registered Office and Agent

The address of the Registered Office of the Corporation is 28100 U.S. Highway 19 North, Suite 201, Clearwater, Florida 34621, and the Registered Agent at such address is Richard T. Isel.

ARTICLE 9
Principal Office and Mailing Address

The address of the Principal Office of the Corporation and its mailing address is 28100 U.S. Highway 19 North, Suite 201, Clearwater, Florida 34621. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

THIRD: The foregoing restatement of the Corporation's Articles of Incorporation amends the Corporation's Articles of Incorporation and was adopted and approved by a majority of the shareholders of the Corporation at a meeting of the shareholders held on May 2, 1996, and the number of votes cast by the shareholders was sufficient for approval.

Fourth: The foregoing restatement of the Corporation's Articles of Incorporation will become effective upon the filing of these Restated Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, these Restated Articles of Incorporation have been signed on behalf of the Corporation this 2 day of May, 1996.

Richard T. Isel, President

bwt\7333 5/1/96 3:35 PM