

P950000 11847
OSCOR MEDICAL CORPORATION

February 7, 1995

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

000001403680
-02/10/95--01110--002
***122.50 - 120.50

Re: TOM MEDICAL CORPORATION


Dear Clerk:

Enclosed herewith please find the original Articles of Incorporation and Acceptance of Appointment as Registered Agent of TOM MEDICAL CORPORATION. Also enclosed is our check in the amount of \$122.50 to cover costs of filing fees, registered agent certificate and certified copy of incorporation.

Please file the enclosed and return a certified copy of the Articles of Incorporation to our address below.

If you have any questions please contact the undersigned.

Sincerely,



David M. Lee
General Counsel

DML:ph
Enclosures

FILED
55 FEB 10 1995
TALLAHASSEE
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
TOM MEDICAL CORPORATION

FILED
95 FEB 10 AM 9 40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name and Address

The name of this corporation is TOM MEDICAL CORPORATION, whose place of business is located at 3816 DeSoto Blvd., Palm Harbor, Florida 34683.

ARTICLE II
Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III
Purpose

This corporation is organized for the purposes of transacting any and all lawful business.

ARTICLE IV
Capital Stock

This corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3816 DeSoto Blvd., Palm Harbor, Florida 34683, and the name of the initial registered agent of this corporation at that address is David M. Lee.

ARTICLE VI
Initial Board of Directors and Officers

This corporation shall have one (1) director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Thomas P. Osypka	304 W. Lennox Road Palm Harbor, Florida 34683	President/Secretary/ Treasurer

ARTICLE VII
Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
David M. Lee	3816 DeSoto Blvd., Palm Harbor, Florida 34683

ARTICLE VIII
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX
Shareholder Quorum and Voting

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

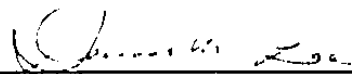
ARTICLE XI
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII
Amendment

The corporation reserves the right to amend or appeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7 day of February, 1995.



Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, DAVID M. LEE, to me personally known or who has produced a driver's license as identification and who did take an oath, and known to me to be the individual described in and who executed the

foregoing Instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

7th WITNESS my hand and official seal at Palm Harbor, said County and State, this day of February, 1995.

Priscilla A. Hart
Notary Public
Print Name Priscilla A. Hart
My commission expires:



PRISCILLA A. HART
MY COMMISSION # 00160292 EXPIRES
April 28, 1995
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service of process for TOM MEDICAL CORPORATION at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

David M. Lee
DAVID M. LEE