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Joseph E. Neiduchal

BANKRUPTCY
PERSONAL INJURY AND WRONGFUL DEATH
TRIAL PRACTICE
GENERAL PRACTICE

James M. Magee

FAMILY LAW
REAL PROPERTY
TRIAL PRACTICE
GENERAL PRACTICE

H. James Brett
OF COUNSEL

March 30, 1995

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Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation - SUN MEDICAL MANUFACTURING, INC.

Dear Sir or Madam:

Enclosed herewith please find Articles of Incorporation, Certificate Designating Registered Agent and Registered Address of the Corporation for the Service of Process within this State, and Acceptance of Registered Agent. Also enclosed is our check #_____ in the amount of \$122.50 for the formation of the above-referenced corporation and expenses as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
TOTAL	\$122.50

Please return a certified copy of the Articles of Incorporation along with the Certificate from the Secretary of State at your earliest convenience.

Thank you in advance for your courtesy and cooperation in this matter.

Very truly yours,

James M. Magee
James M. Magee

JMC
4/5/95

Enclosures

JMM/cjc
manufact.crp 4

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95 APR -3 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUN MEDICAL MANUFACTURING, INC.

FILED

95 APR -3 PM 2:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporators make, subscribe, acknowledge, and file with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I: NAME

The name of the Corporation is SUN MEDICAL MANUFACTURING, INC.

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be one thousand (1000) shares having no par value (\$.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Neduchal & Magee, P.A., 226 Hillcrest Street, Orlando, Florida 32801; and the name of the initial registered agent of this corporation at that address is James M. Magee, Esq..

ARTICLE VI: INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 1825 South Division Avenue, Orlando, Florida 32805 and its mailing address is 1825 South Division Avenue, Orlando, Florida 32805.

ARTICLE VII: INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
Danny Sheetz	4444 S. Rio Grande Apartment 406B Orlando, FL 32839

ARTICLE VIII: BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors or the Shareholders.

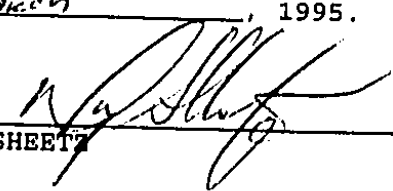
ARTICLE IX: INDEMNIFICATION

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

ARTICLE X: AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment hereto, and any right conferred upon the Shareholders are subject to this provision.

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 31 day of March, 1995.




DANNY SHEETZ

**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
ADDRESS OF THE CORPORATION FOR SERVICE OF PROCESS
WITHIN THIS STATE, AND ACCEPTANCE**

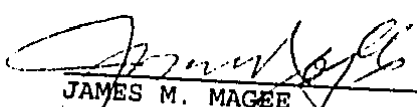
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Chapters 48.091 and 607.0501 Statutes, the following is submitted, in compliance with said act:

That Sun Medical Manufacturing, Inc. desires to organize under the laws of the State of Florida with its business office at 1825 South Division Avenue, Orlando, Florida 32805, as indicated in the Articles of Incorporation, has named as its registered agent and registered office, James M. Magee, Esquire, Neduchal & Magee, P.A., 226 Hillcrest Street, Orlando, FL 32801 as its agent to accept service of process within this State.


DANNY SHEETZ

Having been named registered agent to accept service of process for the above stated corporation, at the place designated to this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provisions of the aforementioned Statutes, including keeping open said office.


JAMES M. MAGEE
Registered Agent