

P95000027350

GARY PRIDGEN  
4575 SAINT JOHN'S AVENUE  
JACKSONVILLE, FL 32210  
904-384-1204

February 21, 1995

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RECEIVED  
FEB 21 1995  
TALLAHASSEE, FLORIDA

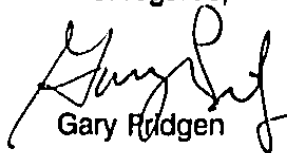
RE: EXERMED NORTH AMERICA CORPORATION.

Gentlemen:

Enclosed are an originally executed and a copy of the Articles of Incorporation for the above captioned registrant. Please file the original and return the copy, certified, to the undersigned. Our check for \$122.50 is enclosed to cover your various fees.

Your cooperation and attention in this matter are appreciated.

Best regards,

  
Gary Pridden

~~445-6274~~

Dmc  
3/21/95

610

FILED  
95 APR -5 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 21, 1995

GARY PRIDGEN  
4575 SAINT JOHN'S AVENUE  
JACKSONVILLE, FL 32210

SUBJECT: EXERMED NORTH AMERICA CORPORATION  
Ref. Number: W95000006274

We have received your document for EXERMED NORTH AMERICA CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 495A00012692

## ARTICLES OF INCORPORATION

### EXERMED NORTH AMERICA CORPORATION

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

#### ARTICLE I - CORPORATE NAME

The name of the corporation is:

#### EXERMED NORTH AMERICA CORPORATION

#### ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

#### ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Two Hundred Fifty Thousand shares (250,000) of no par value Common Stock, which shall be designated "Common Shares" and Twenty shares (20) of 14% Convertible Preferred Stock, par value \$50,000, which shall be designated "Preferred Shares."

#### ARTICLE V - PRINCIPAL AND REGISTERED OFFICE AND AGENT

The principal and registered office and the mailing address of the Corporation and the name and address of its Initial Registered Agent at that address are:

NAME: Gary Pridgen  
ADDRESS: 4575 Saint John's Avenue, Suite 4  
CITY: Jacksonville STATE: Florida ZIP: 32210

## ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME: Gary Pridgen  
ADDRESS: 4575 Saint John's Avenue, Suite 4  
CITY: Jacksonville STATE: Florida ZIP: 32210

NAME:  
ADDRESS:  
CITY: STATE: ZIP:

NAME:  
ADDRESS:  
CITY: STATE: ZIP:

## ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME: Gary Pridgen  
ADDRESS: 4575 Saint John's Avenue, Suite 4  
CITY: Jacksonville STATE: Florida ZIP: 32210

NAME:  
ADDRESS:  
CITY: STATE: ZIP:

NAME:  
ADDRESS:  
CITY: STATE: ZIP:

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 13<sup>th</sup> day of February, 1995.

 (Seal)

\_\_\_\_ (Seal)

\_\_\_\_ (Seal)

\_\_\_\_ (Seal)

STATE OF FLORIDA )  
COUNTY OF Duval ) SS

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Gary Pridgen

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 13<sup>th</sup> day of February, 1995.

*Mand*

(Notary Seal)

*J. E. Warrnack*  
(Notary Public, State of )

My Commission expires: APR. 15, 1996



J. E. WARRNOCK  
MY COMMISSION / CC 191573 EXPIRES  
APR 15, 1996  
BONDED THROUGH FAIR INSURANCE, INC.

**CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT**

**FILED**

96 APR -5 AM 11:06

**CERTIFICATE OF REGISTERED AGENT  
OF  
EXERMED NORTH AMERICA CORPORATION**  
(name of corporation)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to Florida Statutes Sections 48091 and 607.034, the following is submitted:*

*The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation at*

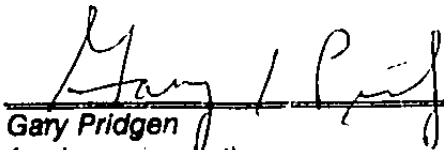
4575 Saint John's Avenue, Suite 4  
Jacksonville, FL 32210

*Persons named* Gary Pridgen

*located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.*

**ACKNOWLEDGEMENT**

*Having been named to accept service of process for the above stated corporation at the  
place designated in this certificate, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.*

  
\_\_\_\_\_  
Gary Pridgen  
(registered agent)