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**CSC networks**  
PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

**P9500028095**

ACCOUNT NO. : 072100000002

REFERENCE : 574263 46568

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : April 7, 1995

ORDER TIME : 3:05 PM

ORDER NO. : 574263

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CUSTOMER NO: 46568

CUSTOMER: Kristy Hair, Legal Assistant  
GREENBERG TRAUER HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
15th Floor  
515 East Las Olas Boulevard  
Fort Lauderdale, FL 33301

FILED  
95 APR - 7 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: COLLAGENESIS, INC.

XXXX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP


PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN APR 10 1995

*Teresa,*  
*I will send*  
*you the original*  
*doc on Monday,*  
*But they need*  
*today's file date*  
*Thanks*  
*Karen*  




FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 4, 1995

GREENBERG TRAURIG  
PO BOX 1838  
TALLAHASSEE, FL 32302

Teresa,  
here is the  
original of the Doc's  
I sent you on Friday

The name COLLAGENESIS, INC. has been reserved for 120 days beginning April 4, 1995. The reservation number is R95000001474 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 495A00015181

**ARTICLES OF INCORPORATION  
OF  
COLLAGENESIS, INC.  
(a Florida corporation)**

**FILED**  
95 APR -7 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the Corporation is **COLLAGENESIS, INC.** (hereinafter called the "Corporation").

**ARTICLE II - CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 10,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE III - MAILING ADDRESS**

The current mailing address of the principal place of business of the Corporation is 4800 North Federal Highway, Boca Raton, Florida 33431.

**ARTICLE IV - INITIAL BOARD OF DIRECTORS**

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The name of the initial director of the Corporation is Steven Fagien.

**ARTICLE V - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is Corporation Information Services, Inc. The name of the initial registered agent of the Corporation at that address is 1201 Hays Street, Tallahassee, Florida 32301.

#### **ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of the Corporation is C. Deryl Couch, 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

#### **ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

#### **ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

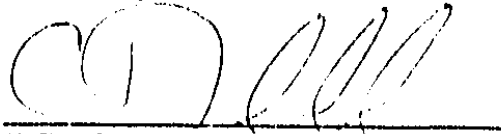
#### **ARTICLE IX - BY-LAWS**

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

#### **ARTICLE X - AMENDMENT**

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation of COLLAGENESIS, INC. this 7th day of April, 1995.

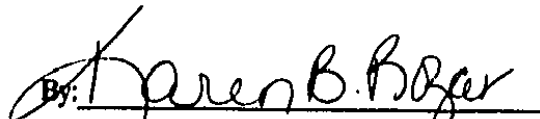


C. Deryl Couch  
Incorporator

**CONSENT OF REGISTERED AGENT  
OF  
COLLAGENESIS, INC.**

The undersigned, Corporation Information Services, Inc., whose business address is 1201 Hays Street, Tallahassee, Florida 32301, hereby accepts appointment as the initial registered agent of **COLLAGENESIS, INC.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

**CORPORATION INFORMATION  
SERVICES, INC., Registered Agent**

By:   
Karen B. Rozar, as its agent