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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: COONEY, WARD, LESHER & DAMON, P.A.
1555 PALM BEACH LAKES BLVD, SUITE 1000
WEST PALM BEACH FL 33401-0000
CONTACT: STEVEN E KELLY
PHONE: (407) 689-8111
FAX: (407) 689-9303

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: KMI MEDICAL, INC.
FAX AUDIT NUMBER: H95000005001
CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/03/1995
TIME REQUESTED: 16:48:08
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**ARTICLES OF INCORPORATION
OF
KMI MEDICAL, INC.**

THE UNDERSIGNED, acting as incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is: KMI MEDICAL, INC.

ARTICLE II - DURATION

The duration of this Corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful act or activities for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - MAILING ADDRESS OF CORPORATION

The mailing address and principal place of business of this Corporation is: 2400 North Florida Mango Road, West Palm Beach, Florida, 33409.

Prepared by:
Linda Molfetta, Legal Assistant (407/689-8111)
Cooney, Ward, Leasher & Damon, P.A.
1555 Palm Beach Lakes Boulevard, Suite 1000
West Palm Beach, FL 33401

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ARTICLE V - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 100,000 shares of common voting stock.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article VI pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this Corporation's initial registered office in Florida is 1555 Palm Beach Lakes Boulevard, Suite 1000,

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West Palm Beach, Florida, 33401 and the name of its initial registered agent at that address is Michael J Posner.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Name	Address
Michael J Posner	1555 Palm Beach Lakes Boulevard Suite 1000 West Palm Beach, FL 33401

DATED this 3rd day of May, 1995.




Michael J Posner
(Incorporator and Registered Agent)

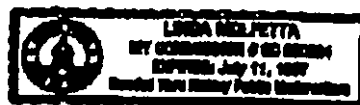
STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared MICHAEL J POSNER, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of May, 1995.

Notary Public

Sign 
Print: Linda Molfetta
State of Florida at Large
My Commission Expires: 7-11-97



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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

ACKNOWLEDGMENT:

Having been named to accept service of process for **KMI
MEDICAL, INC.**, at the initial registered office of the Corporation
in this State designated in its Articles of Incorporation, I hereby
accept to act in this capacity and agree to comply with the
provisions of Section 607.0505 Florida Statutes.

Date: May 3, 1995.

By: 
Michael J Posner

State/County/City/Zip

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FLORIDA DIVISION OF CORPORATIONS

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FAX: (904) 922-4000

FROM: COONEY, WARD, LESHER & DAMON, P.A.
1555 PALM BEACH LAKES BLVD, SUITE 1000
WEST PALM BEACH FL 33401-0000
CONTACT: STEVEN E KELLY
PHONE: (407) 689-8111
FAX: (407) 689-9303

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DOCUMENT TYPE: REGISTERED AGENT CHANGE
NAME: KMI MEDICAL, INC.
FAX AUDIT NUMBER: H95000005888
CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/25/1995
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**STATEMENT OF CHANGE
REGISTERED AGENT**

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Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered agent, in the State of Florida:

1. The name of the corporation is XMI Medical, Inc.
2. The mailing address of the corporation is 2400 North Florida Mango Road, West Palm Beach, Florida, 33409.
3. The date of incorporation is May 4, 1995.
4. The document number is P95000034915.
5. The name and address of the current registered agent is:
Michael J Posner, Esq.
Cooney, Ward, Leshar & Damon, P.A.
1555 Palm Beach Lakes Boulevard, Suite 1000
West Palm Beach, FL 33401
6. The name and address of the new registered agent is:
Philip H. Ward, III, Esq.
Cooney, Ward, Leshar & Damon, P.A.
1555 Palm Beach Lakes Boulevard, Suite 1000
West Palm Beach, FL 33401

Such change was authorized by resolution duly adopted by its Board of Directors.


Print Name: Philip H. Ward, III

Date: May 18, 1995

Having been named as registered agent and to accept service of process for the above-stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree 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.

Date: May 18, 1995
Prepared By:
Linda Molfetta, Legal Assistant
Cooney, Ward, Leshar & Damon, P.A.
1555 Palm Beach Lakes Boulevard, Suite 1000
West Palm Beach, FL 33401


Philip H. Ward, III
Registered Agent

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MMI MEDICAL, INC.

DIRECTOR'S WRITTEN CONSENT TO ACTION


Pursuant to Section 607.0821, Florida Statutes, the undersigned, being all of the Directors of EDI MEDICAL, INC. (the "Corporation"), heraby consent to and approve the following action:

1. The Registered Agent for the above Corporation be changed pursuant to the Statement of Change attached hereto and made a part hereof.
2. The Officers of the Corporation are authorized and directed to file the Statement of Change with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of the Corporation, have executed this written consent to action on the 18th day of May, 1995.

Kenn Kuznick
Kenn Kuznick, Director

Steve Kairis
Steve Kairis, Director


Philip H. Ward, III, Director

Journal of Management Inquiry 20(4) 409-421

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