

P95000035598



OSCOR MEDICAL CORPORATION

FILED
95 MAY -1 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 25, 1995

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

000001470180
-05/01/95--01102--011
***122.50 ***122.50

Re: BIODATA INTERNATIONAL INC.

Dear Clerk:

Enclosed herewith please find the original Articles of Incorporation and Acceptance of Appointment as Registered Agent of BIODATA INTERNATIONAL INC. 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

PA 455

ARTICLES OF INCORPORATION
OF
BIODATA INTERNATIONAL INC.

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BIODATA

ARTICLE I
Name and Address

The name of this corporation is BIODATA INTERNATIONAL INC., 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 and mailing 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>
Achim Grünberg	Am Pfahlweiher 21a 53721 Siegburg Germany	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.

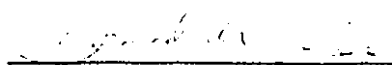
ARTICLE XI **Indemnification**

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 20 day of April, 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.

26th WITNESS my hand and official seal at Palm Harbor, said County and State, this day of April, 1995.

Priscilla A. Hart
Notary Public

Print Name Priscilla A. Hart

My commission expires:



PRISCILLA A. HART
MY COMMISSION # CC360292 EXPIRES
April 28, 1998
BONDED THIRD TRUST FARM INSURANCE, INC.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service of process for **BIODATA INTERNATIONAL INC.** 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

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p95000035598

**Dunegan Law Offices
Attorney at Law**

128 E. Livingston Street • Orlando, Florida 32801-1539
Office (407) 843-3398 • FAX (407) 872-0679

November 29, 1995

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Achim Gruenberg
Biodata International, Inc.
Our File No.: 95-0090

600001853816
-12/05/95--01074--001
*****35.00 *****35.00

Ladies and Gentlemen:

Enclosed please find the original Statement of Change of Registered Office or Registered Agent for filing and a check in the amount of \$35.00 representing your fees for same. Also enclosed is an extra copy of the Statement of Change of Registered Office or Registered Agent to be returned to our office in the enclosed stamped, self-addressed envelope.

Please note that although the form is on "fax" paper, the signatures on the document are original. Should you have any questions regarding this matter, please do not hesitate to contact this office.

Yours truly,

Heidi Dunegan

Heidi Dunegan
Legal Assistant

/hcd
enclosures
cc: Achim Gruenberg

(a:deptstat.ltr)

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Hinda*

FILED
95 DEC -5 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P9500003550
Florida Department of State, John Smith, Secretary of State**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of section 607.0502 or 607.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: BIODATA INTERNATIONAL INC.

1a. Date of incorporation May 1, 1995 Document number P95000035598

2. The name and address of the current registered agent and office:

David M. Lee, 3816 DeSoto Blvd., Palm Harbor, Florida 34683

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

Richard Dunegan, Esquire, 128 East Livingston Street
Orlando, Florida 32801

The street address of its registered agent and the street address of the business office of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

SIGNATURE [Signature], President

(name and title)

DATE November 10, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE [Signature]
(Registered Agent)

DATE Nov. 29, 1995

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