

WADDELL AND READY, P.A.

ATTORNEYS AT LAW
209 PALMETTO STREET
POST OFFICE BOX 1363
AUBURNDALE, FLORIDA 33823

GLENN WADDELL
BILLY R. READY
TULA MICHELE HAFF

Of Counsel
C. ROBERT PICKETT

TELEPHONE
941 / 965-2516
FAX No
941 / 965-2421

May 16, 1995

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

RE: Articles of Incorporation of
SUNBAY MEDICAL, INC.
Our File No.: 8652

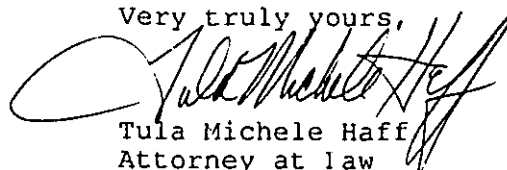
FILED
MAY 25 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Secretary of State:

Attached you will find an original and one (1) copy of the Articles of Incorporation, and Designation of Registered Agent to be filed with your office. Also enclosed you will find our firm check in the amount of \$70.00 to cover the filing fee for these documents. Please file the Articles of Incorporation and return one stamped copy of the same to my office upon completion. I have also enclosed a postage pre-paid/self-addressed envelope for your convenient return of the stamped copy of same.

If you have any questions, please feel free to contact my office.

Very truly yours,


Tula Michele Haff
Attorney at law

TMH/djb
Enclosures

xc: Sunbay Medical, Inc.

RECEIVED 11-14-95 10:31 AM
105-10700-11000-11000
*****70.00 *****70.00

ARTICLES OF INCORPORATION
OF
SUNBAY MEDICAL, INC.

FILED
95 MAY 25 AM 9:25
SECRETARY OF STATE
TAMPA, FLORIDA

ARTICLE I - NAME

This name of this Corporation is Sunbay Medical, Inc.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities of business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this corporation shall be 5406 Burchette Road, Tampa, Florida 33647, and the initial registered agent of this corporation at such office shall be MURLEN POSEY, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for process of service.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be 5406 Burchette Road, Tampa, Florida 33647.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) and up to five (5) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than (5).

The names and addresses of the directors constituting the initial Board of Directors are:

Name	Address
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MURLIN POSEY 5406 Burchette Road
 Tampa, Florida 33647

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
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MURLIN POSEY 5406 Burchette Road
 Tampa, Florida 33647

Murlen Posey
MURLEN POSEY, (Incorporator)

STATE OF FLORIDA)
COUNTY OF POLK) ss:
)

The foregoing Articles of Incorporation of Sunbay Medical, Inc., were acknowledged before me this 22nd day of

May, 1995, by MURLEN POSEY, as Incorporator, and who produced
a Florida Drivers License as identification.
P200-553-35-347



JOANN MILLER
My Commission CC306875
Expires Aug. 31, 1997
Bonded by HAI
800-422-1555

Joann Miller

Notary Public

Joann Miller

Printed Name of Notary

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SUNBAY MEDICAL, INC., at the place designated in the Articles of Incorporation, MURLEN POSEY agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

DATED this 22nd day of May, 1995.

Murleen Posey
MURLEN POSEY