

(SAMPLE LETTER OF TRANSMITTAL)

PP500054706

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

100001536611
-07/13/95--01026--004
***122.50 ***122.50

Re: AFFIRMED MEDICAL SYSTEMS, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Robert McConville

ROBERT McConville
(individual's name)

AFFIRMED MEDICAL SYSTEMS, INC.
(name of corporation)

7/17/95

MAILING ADDRESS OF CORPORATION		
AFFIRMED MEDICAL SYSTEMS, INC.		
3821-B TAMiami TRAIL SUITE 220		
PORT CHARLOTTE, FL 33952		
PHONE		
(941)	764-6766	6220
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

AFFIRMED MEDICAL SYSTEMS, INC.
(name of 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:

AFFIRMED MEDICAL SYSTEMS, INC.

ARTICLE II - DURATION

This 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 FIVE HUNDRED shares (500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>ROBERT MC CONVILLE</u>		
ADDRESS	<u>3821-B TAMiami TRAIL Suite 222</u>		
CITY	<u>PORT CHARLOTTE</u>	FLORIDA	ZIP <u>33952</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>3821-B TAMiami TRAIL Suite 222</u>		
ADDRESS	<u>AFFIRMED MEDICAL SYSTEMS, INC.</u>		
CITY	<u>PORT CHARLOTTE</u>	FLORIDA	ZIP <u>33952</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors 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	<u>RICHARD TRINGALI</u>		
ADDRESS	<u>3821-B TAMiami TRAIL Suite 222</u>		
CITY	<u>PORT CHARLOTTE</u>	STATE <u>FLORIDA</u>	ZIP <u>33952</u>
NAME	<u>ROBERT MC CONVILLE</u>		
ADDRESS	<u>3821-B TAMiami TRAIL Suite 222</u>		
CITY	<u>PORT CHARLOTTE</u>	STATE <u>FLORIDA</u>	ZIP <u>33952</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	RICHARD TRINGALI		
ADDRESS	3821-B TAMiami TRAIL SUITE 220		
CITY	PORT CHARLOTTE	STATE	FLORIDA ZIP 33952
NAME	ROBERT MCCOYVILLE		
ADDRESS	3821-B TAMiami TRAIL SUITE 222		
CITY	PORT CHARLOTTE	STATE	FLORIDA ZIP 33952
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 11TH day of JULY, 1995.

Robert McCoyville (Seal)
Richard J. Tringali (Seal)
 _____ (Seal)

STATE OF FLORIDA)
 COUNTY OF CHARLOTTE) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Robert McCoyville
 Signature
Richard J. Tringali
 Signature

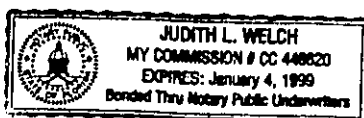
Florida Driver License M251-763-49-415-0
 Form of Identification
Maria Dineen Liscione 018897032
 Form of Identification

Signature

Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that _____ executed these Articles of Incorporation, that I relied upon the form _____ of identification of the above named persons as indicated opposite each name, and that an oath (was)(was not) taken.

NOTARY RUBBER STAMP SEAL



Witness my hand and official seal in the County and State last aforesaid this 11 day of July, 1995.

Judith L. Welch
 Notary Signature
Judith L. Welch
 Printed Notary Signature

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

AFFIRMED MEDICAL SYSTEMS, INC.
(name of corporation)

SECRET
JUL 13 AM 8:51
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, 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 3821-B TAMiami TRAIL SUITE 220
PORT CHARLOTTE, FLORIDA 33952

has named ROBERT MC CONVILLE
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

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

Robert McConville
(registered agent)