

ARTICLES OF INCORPORATION
OF
LEMARE CARDIOVASCULAR, INC.

FILED
25 AUG 25 PM 3:58
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT

ARTICLE I
NAME

The name of the Corporation is:

LEMARE CARDIOVASCULAR, INC.

ARTICLE II
DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the Corporation is:

8881 N. W. 18th Terrace
Miami, Florida 33172

ARTICLE V
MAILING ADDRESS

8881 N. W. 18th Terrace
Miami, Florida 33172

ARTICLE VI
AUTHORIZED SHARES

The total amount of authorized shares is Eight Hundred Eighty-Eight (888) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VII
INCORPORATOR

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

DANIEL E. ESTAY

8881 N. W. 18th Terrace
Miami, Florida 33172

IN WITNESS WHEREOF, the undersigned Incorporator has executed
these Articles of Incorporation this 28 day of July, 1995.

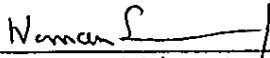


DANIEL E. ESTAY

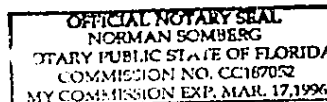
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before
me, an officer duly authorized to administer oaths and take
acknowledgements, DANIEL E. ESTAY, who is personally known to me
and who executed the foregoing Articles of Incorporation, and he
acknowledged before me that he signed and executed the same for the
purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal at Miami, Dade County, Florida, this 28 day of
July, 1995.



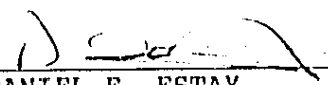
Notary Public State of Florida
My Commission expires: _____



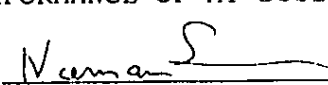
CERTIFICATE DESIGNATION REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT LEMARE CARDIOVASCULAR, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED NORMAN
SOMBERG LOCATED AT 1110 BRICKELL AVENUE, SUITE 605, MIAMI, FLORIDA
33131 AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA.


DANIEL E. ESTAY

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


NORMAN SOMBERG

RECEIVED
JUL 25 1986
STATE OF FLORIDA

05 AUG 25 PM 2:58

FILED