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NORMAN SOMBERG, P.A.
 ATTORNEY AT LAW
 100 BUCKLEY AVENUE
 MIAMI, FLORIDA 33131
 TELEPHONE 305-366-7

August 23, 1995

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 08/25/95-01002--003
 ****122.50 ****122.50

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

RE: LEMARE CARDIOVASCULAR, INC.

Dear Sir:

Enclosed are an original and one copy of the Articles of Incorporation of the reference corporation for filing.

Also enclosed is a check in the amount of \$122.50 for payment as follows:

Filing fee:	\$35.00
Registered Agent:	35.00
Certified Copy:	52.50
Total	\$122.50

Thank you very much for your cooperation.

Very truly yours,

N Somberg
 NORMAN SOMBERG

NS/ps
 Encls

FILED
 55 AUG 25 PM 3:59
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

TOP
8-25-95

ARTICLES OF INCORPORATION
OF
LEMARE CARDIOVASCULAR, INC.

FILED
25 AUG 25 PM 3:58
STATE OF FLORIDA
SECRETARY OF STATE

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.

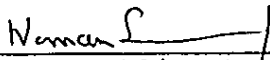


DANIEL E. ESTAY

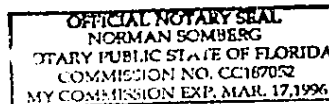
STATE OF FLORIDA)
COUNTY OF DADE)

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
05 AUG 25 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA