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9/15/95 FLORIDA DIVISION OF CORPORATIONS 9:27 AM
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TO: DIVISION OF CORPORATIONS FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
DEPARTMENT OF STATE PO BOX 14610
STATE OF FLORIDA
409 EAST GAINES STREET FT LAUDERDALE FL 33302-4610
TALLAHASSEE, FL 32399 CONTACT: BEVERLY F BRYAN
FAX: (904) 922-4000 PHONE: (305) 763-1200
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((H95000010323)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SIMPLEX MEDICAL SYSTEMS, INC.
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SIMPLEX MEDICAL SYSTEMS, INC.

FILED
SEP 15 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: SIMPLEX MEDICAL SYSTEMS, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 460 Poinciana Drive, Hallandale, FL 33009.

ARTICLE III

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

H95000010323

JOEL D. MAYERSOHN, ESQ., FL BAR # 0093492
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 EAST LAS OLAS BOULEVARD, SUITE 1900
FORT LAUDERDALE, FLORIDA 33301
PHONE NO: (305) 763-1200

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ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000,000 shares of common stock, par value \$.0001 per share and 1,000,000 shares of preferred stock, par value \$.0001. Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI

REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

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South Florida Registered Agents, Inc.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301

ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially.

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the initial Directors of this Corporation are:

Henry B. Schur
460 Poinciana Drive
Hallandale, FL 33009

John H. Faro
1451 W. Cypress Creek Road
Fort Lauderdale, FL 33309

Sheldon Nassberg
460 Poinciana Drive
Hallandale, FL 33009

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Joel D. Mayersohn.

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ARTICLE X

INDEMNIFICATION

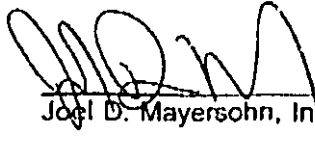
This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 5th day of September, 1995.


Joel D. Mayersohn, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

SIMPLEX MEDICAL SYSTEMS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 460 Polyclana Drive, Hallandale, FL 33009 has named South Florida Registered Agents, Inc. whose address is 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.
a Florida corporation

By: Beverly F. Bryan
Beverly F. Bryan, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1995

SIMPLEX MEDICAL SYSTEMS, INC.
460 POINCIANA DRIVE
HALLANDALE, FL 33009

SUBJECT: SIMPLEX MEDICAL SYSTEMS, INC.
REF: P95000071392

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please specify the name of the corporation the shares of which will be acquired and the name of the acquiring corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H95000013760
Letter Number: 095A00053425

Susan Pynt

ATLAS, PEARLMAN, TROP & BORKSON, P.A.

ATTORNEYS AT LAW

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ELLIOT P. MORASON
ROBIN CORWIN CAMPBELL
IRA MARCUS
CHARLES S. PEARLMAN
JAMES H. SCHNEIDER
DOUGLAS PAUL SOLOMON
MICHAEL L. TROP
KENNETH P. WURTENBERGER

NEW RIVER CENTER • SUITE 1900
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TELEPHONE (954) 763-1200
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FACSIMILE (954) 766-7800

OF COUNSEL

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JON A. SALE
BENEDICT P. HUEHNE
ROBERT A. KASKY
DALE LEDBETTER
STEPHEN M. REYER

*ADMITTED IN DC & TN ONLY

ROXANNE K. REILLY
GAYLE COLEMAN
SANDRA P. GREENBLATT
APRIL I. HALL
ERIC LEE
MARA K. LERNER
JOEL D. MAYERSOHN
JONATHAN B. ROUBINE
WAYNE M. SCHWARTZ
DORI E. SOLOMON

MAILING ADDRESS:
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3200 NORTH MILITARY TRAIL 100 SOUTHEAST SECOND STREET
BOCA RATON, FLORIDA 33431 MIAMI, FLORIDA 33131
TELEPHONE (407) 341-7084 TELEPHONE (305) 378-8100
FACSIMILE (407) 341-7086 FACSIMILE (305) 388-8217

SCOTT I. COWAN
DIRECTOR OF
MARKETING AND DEVELOPMENT
(NOT LICENSED TO PRACTICE LAW)

December 12, 1995

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

Attention: Linda Stitt

Re: Simplex Medical Systems, Inc.
Reference #P95000071392

Dear Ms. Stitt:

Pursuant to my conversation with Susan Payne I have revised the Articles of Share Exchange to indicate that Simplex Medical Systems, Inc. is the acquiring corporation. This change has been made in the Preamble. It is my understanding that the remaining requirements set forth to file the Share Exchange are therefore met and you will promptly file the Share Exchange.

Very truly yours,


Joel D. Mayersohn

M/jz
Encl.

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ARTICLES OF SHARE EXCHANGE

THESE ARTICLES OF SHARE EXCHANGE (the "Articles") are dated as of October 31, 1995, between SIMPLEX MEDICAL SYSTEMS, INC., a Florida corporation ("Simplex"), and each of the shareholders of ANALYTE DIAGNOSTICS, INC., a Florida corporation ("ADI"), who are DEBRA ROSS, LINDA KIRSCH-TOPPER, NICHOLAS LEVANDOSK, JOHN H. FARO and S. EDWARD SCHICIANO, Trustee (collectively the "Shareholders" and individually the "Shareholder").

PREAMBLE

WHEREAS, Simplex is a corporation duly organized and existing under the laws of the State of Florida and having authorized capital stock consisting of ten million (10,000,000) shares of common stock and one million (1,000,000) shares of Preferred Stock, each having a par value of \$.0001 per share; and

WHEREAS, ADI is a corporation duly organized and existing under the laws of the State of Florida and having authorized capital stock consisting of fifty million (50,000,000) shares of common stock, par value of \$.0001 per share; and

WHEREAS, the laws of the State of Florida permit the Shareholders to exchange their shares of stock in ADI for shares of common stock in Simplex.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and covenants herein contained, as of the "Effective Date," as hereinafter defined, it is agreed that the Shareholders shall exchange their shares of stock in ADI for shares of common stock in Simplex (the Acquiring Corporation), subject to the terms and conditions set forth and the mode of carrying it into effect are and shall be as follows:

NOW, THEREFORE, it is agreed as follows:

SECTION 1

RECITALS

1.1 The above recitals are true, correct and are herein incorporated by reference.

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JOEL D. MAYERSOHN, ESQ., FL BAR # 0093492
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 EAST LAS OLAS BOULEVARD, SUITE 1900
FORT LAUDERDALE, FLORIDA 33301
PHONE NO.: (305) 763-1200

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SECTION 2

EXCHANGE OF SHARES

2.1 Each Shareholder hereby agrees to transfer to Simplex at the Closing, described in Section 3 below, two (2) shares of common stock, \$.0001 par value, of ADI and Simplex agrees to deliver to each Shareholder a certificate representing one (1) share of common stock of Simplex, par value \$.0001, to each of the Shareholders.

2.2 All share certificates to be delivered at the Closing by the parties hereto shall be in negotiable form, subject to any lock-up agreements and other restrictions pursuant to federal and state securities laws, including but not limited to Rule 144 of the Securities Act of 1933, as amended.

SECTION 3

CLOSING DATE

3.1 The closing ("Closing") shall be held on October 31, 1995 or such other date and time as may be agreed upon by the parties.

SECTION 4

EFFECTIVE DATE

4.1 These Articles have been submitted to each of the Shareholders of ADI entitled to vote thereon, as provided by the applicable laws of the State of Florida. These Articles have been duly adopted by the requisite consent or vote of the Shareholders and directors of ADI and the directors of Simplex have not been terminated, and have been executed in accordance with the laws of the State of Florida and shall be filed with the Secretary of the State of Florida. The approval of the Share Exchange and these Articles by the shareholders of Simplex was not required. The Effective Date of the Share Exchange shall be the later of the Closing Date or the date on which these Articles are filed with the Florida Secretary of State.

SECTION 5

REPRESENTATIONS

5.1 The Shareholders hereby jointly and severally represent and warrant that:

(a) ADI is validly organized, existing and in good standing under the laws of the State of Florida with an authorized capitalization consisting solely of

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50,000,000 shares of common stock, \$.0001 par value, of which one hundred twenty-three thousand seven hundred fifty (123,750) shares are issued and outstanding (adjusted for a 1-to-200 reverse stock split), and the shares to be exchanged at the closing constitute all of the outstanding shares of ADI and ADI has issued no other shares. There are no outstanding options, contracts, calls, commitments or demands of any character relating to the authorized but unissued stock of ADI, except as disclosed to Simplex by the Shareholders. ADI has no subsidiaries and does not own any interest in any corporation, partnership or proprietorship.

(b) The shares of ADI to be exchanged at the closing are validly issued, fully paid and nonassessable.

(c) Except as set forth on Schedule 5(c) hereof, there is no litigation, governmental proceeding or investigation threatened or in prospect against ADI or relating to any of the stock to be transferred hereunder which could materially affect Simplex. Shareholders have no knowledge of any action pending or threatened to change the zoning or building ordinances affecting ADI's real property (whether owned or used in its business) or any pending or threatened condemnation of such property.

(d) ADI has no bonus, deferred compensation, profit-sharing, pension or retirement arrangements, whether or not legally binding, nor is it presently paying any pension, deferred compensation or retirement allowance which has not otherwise been disclosed to Simplex.

(e) Copies of the Articles of Incorporation, all amendments thereto, the Bylaws and all minutes of ADI are contained in the minute books of ADI and are the originals or full, true and correct copies thereof.

(f) ADI's patents, patent applications, copyrights, trade-marks and trade names (the "Proprietary Rights"), as applicable, are valid and in good standing, both domestically and in every country where ADI sells products protected by such Proprietary Rights. ADI has not sold or granted all of, or any interest in, as applicable, any of its patents, patent applications, copyrights, trade-marks and trade names to any person, firm or corporation, and neither the use of its trade-marks, trade names, or the registrations thereof in any jurisdiction where ADI conducts its business conflict in any way with the trade-marks, trade names or other proprietary rights of any other party. Schedule 5(f) hereto sets forth a schedule of the proprietary rights.

(g) The statements made and information given to Simplex concerning ADI and the transactions covered by this Agreement are true and accurate and no material fact has been withheld from Simplex.

(h) Shareholders have no knowledge of any developments or threatened developments of a nature that would be materially adverse to the business of ADI.

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(l) ADI has the corporate power to carry on its business as now conducted.

5.2 Each Shareholder represents, warrants and agrees that:

(a) The shares of stock to be transferred by each Shareholder to Simplex hereunder are free and clear of all voting trusts, agreements, arrangements, encumbrances, liens, claims, equities and liabilities of every nature and Shareholder is conveying clear and unencumbered title thereto to Simplex.

(b) Shareholder does not own, nor does Shareholder know of any other person, corporation or firm that owns any material interest in any property, invention, patent, patent application, copyright, trade secret or trade-mark used by ADI or relating to any product or process used by ADI or relating in any way to its business.

(c) There are no agreements to which Shareholders is a party nor does Shareholder know of any other agreements that in any way materially restrict or impinge upon the business of ADI or the benefit of which ADI requires or presently has in its business.

(d) There are no brokers or finders with whom he has dealt in connection with this transaction.

5.3 Simplex hereby makes the following representations and warranties to Shareholders, each of which is true as of the date hereof and will be true as of the closing date with the same effect as though such representations and warranties had been made on the closing date:

(a) Simplex is a corporation duly organized and existing under and by virtue of the laws of the State of Florida, and is in good standing under the laws thereof.

(b) Simplex has an authorized capitalization of ten million (10,000,000) shares of common stock and one million (1,000,000) shares of Preferred Stock, each having a par value of \$.0001 per share. Simplex stock to be issued to Shareholders hereunder will, upon the issuance thereof, be duly and validly issued, fully paid and nonassessable, but shall be subject to any lock-up agreements and other restrictions pursuant to Federal and state securities laws, including but not limited to Rule 144 of the Securities Act of 1933, as amended.

(c) The execution and delivery of this Agreement by Simplex and the performance by Simplex of its covenants and undertakings hereunder have been duly authorized by all requisite corporate action, and Simplex has the corporate power and authority to enter into this Agreement and to perform the covenants and undertakings to be performed by it hereunder.

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(d) Neither the execution nor the delivery of this Agreement, nor the consummation of the transaction herein contemplated, nor compliance with the terms hereof, will conflict with or result in a breach of any of the terms, conditions or provisions of the Articles of Incorporation or the Bylaws of Simplex as amended, or any agreement or instrument to which Simplex is now a party.

(e) Simplex is acquiring the Shareholders' stock for its own account and for investment and not with the view to the distribution or resale of any thereof.

SECTION 6

CONDITIONS OF CLOSING

6.1 All of the obligations of Simplex under this Agreement are subject to the fulfillment, prior to or on the closing date set forth in Section 3 of this Agreement, of each of the following conditions:

Delivery by Shareholders of the following:

(a) Certificates for the stock of ADI described in Section 2 hereof, endorsed in blank and with signatures guaranteed by a bank or trust company.

(b) The complete and correct corporate minute books, Articles of Incorporation, Bylaws and stock transfer books of ADI.

(c) A certificate of Shareholders that all representations and warranties made jointly and severally by Shareholders contained in Section 4 of this Agreement shall be true on and as of the closing date set forth in Section 3 of this Agreement as though such representations and warranties were made at and as of such date, and each Shareholder will deliver his certificate that the representations and warranties made by him contained in Section 4 of this Agreement shall be true on and as of said closing date as though such representations and warranties were made at and as of such date.

SECTION 7

COUNTERPART SIGNATURES

7.1 These Articles may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, the parties hereto have caused these Articles of Share Exchange to be executed by the President of each of them pursuant to authority given by their respective Boards of Directors.

SIMPLEX MEDICAL SYSTEMS, INC.
a Florida corporation

Approved by its Board of
Directors by written consent
dated October 17, 1995.
Shareholder approval was
not required.

By: 

Henry B. Schur, President

ANALYTE DIAGNOSTICS, INC.,
a Florida corporation

Approved by the Board of
Directors and by all
Shareholders by written
consents dated October 17,
1995; respectively

By: 

Henry B. Schur, President