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REFERENCE : 800791 9969A

AUTHORIZATION :

COST LIMIT : * PREPAID

ORDER DATE : January 12, 1996

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ORDER TIME : 10:03 AM

ORDER NO. : 800791

CUSTOMER NO: 9969A

CUSTOMER: E. John Lopez, Esq
NORTON MORAN HAMMERSLEY DUNLAP
GURLEY & LOPEZ, P.A.
Suite 610
1819 Main Street
Sarasota, FL 34237

RECEIVED
96 JAN 12 AM 11:12
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: PENCO MEDICAL PRODUCTS, INC.

FILED
96 JAN 12 PM 3:23
FEDERAL TRADE COMMISSION
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis
EXAMINER'S INITIALS: *gaf*

1/12/96

ARTICLES OF INCORPORATION " FILED
or
PENCO MEDICAL PRODUCTS, INC. 96 JUN 12 PM 3-23

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is: PENCO MEDICAL PRODUCTS, INC.

ARTICLE II - TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of filing of these Articles with the Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - POWERS

The Corporation shall have power:

- (a) To purchase, sell, lease, let, demise, develop and/or subdivide all real or personal property wheresoever situate.
- (b) To purchase and sell for itself and for others, personal property, stocks, bonds and notes, to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property or any evidence of value to secure the same.
- (c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, note and other evidences of indebtedness

and execute such mortgages, transfers of corporate property, or other instruments as are necessary to secure the payment of corporate indebtedness.

(d) To purchase the corporate assets of any other corporation, and engage in the same or other character of business.

(e) To loan the monies of the Corporation and to take back mortgages as security therefor on both real and personal property.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To act as nominee or agent for the purpose of land acquisition, development, sales and financing.

(h) To act as a general partner in general or limited partnerships which will engage in activities contemplated by this Article and to perform all services necessary or desirable in connection therewith, and to act as nominee for the purpose of acquiring, financing and transferring real and personal property.

(i) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(j) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE VI - PRINCIPAL ADDRESS

The mailing address of this Corporation shall be 5824 Bee Ridge Road, Suite 184, Sarasota, FL 34233.

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 5824 Bee Ridge Road, Suite 184, Sarasota, FL 34233, and the registered agent at such office is Anthony D. Rinaldi.

ARTICLE VIII - DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be changed from time to time by bylaws adopted by the shareholders. The name and address of each member of the initial board of directors are:

Anthony D. Rinaldi
5824 Bee Ridge Road, Suite 184
Sarasota, FL 34233

Penny Cunningham
5824 Bee Ridge Road, Suite 184
Sarasota, FL 34233

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

Anthony D. Rinaldi
5824 Bee Ridge Road, Suite 184
Sarasota, FL 34233

ARTICLE XI- INDEMNIFICATION

The Corporation shall indemnify any director or officer or any former director or officer to the full extent permitted by law.

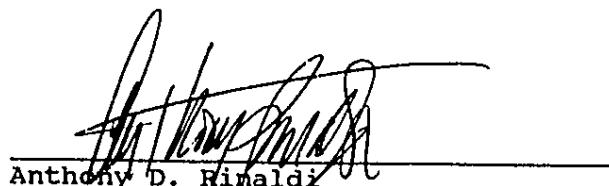
ARTICLE XII - PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XIII - REMOVAL OF DIRECTORS

The shareholders of this Corporation shall be entitled to remove any director from office at any time for any reason whatsoever whether or not there is cause for removal.

The undersigned has executed these Articles this 11 day of January, 1996.

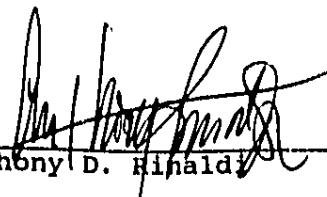


Anthony D. Rinaldi

"INCORPORATOR"

Having been named as registered agent and to accept service of process at the place designated in the Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

January 11, 1996



Anthony D. Rinaldi

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INDEXED
FILED
96 JUN 12 PM 3:23
CLERK'S OFFICE
CITY OF NEW YORK
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