

D9600004329

PERRY & SCHONE, P.A.
ATTORNEYS AT LAW
50 1/2 FOURTH AVENUE
DEERBEACH BEACH, FLORIDA 33440

MARK A. PERRY
LARRY T. SCHONE

TELEPHONE (407) 276-4600
FACSIMILE (407) 276-3859

January 9, 1996

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporation
403 E. Gaines St.
P.O.Box 6327
Tallahassee, FL 32314

FILED
96 JAN 10 PM 4:57
TALLAHASSEE, FLORIDA

Re: Novatek International Holdings, Inc.

To Whom it may concern:

Enclosed herewith please find an original and one photocopy of the Articles of Incorporation of Novatek International Holdings, Inc. Also enclosed you will find our firm's check in the amount of \$122.50 which represents: \$35.00 filing fee, \$52.50 certified copy fee, and \$35.00 designation.

If everything is in order, please file the Articles and return a certified copy to this office using the pre-addressed Federal Express Airbill provided herein for your convenience. Thank you for your assistance in this matter.

Very truly yours,

Mireille M. Faris

Mireille M. Faris
Legal Assistant

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enc.

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DOWN JAN 12 1996

ARTICLES OF INCORPORATION
OF
NOVATEK INTERNATIONAL HOLDINGS, INC.

FILED
36 JAN 10 PM 4:57
RECORDING STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be:
NOVATEK INTERNATIONAL HOLDINGS, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely:

(A) To invest in, purchase the assets or stock of or otherwise deal in mergers and acquisitions of companies deemed appropriate to further the corporate purposes.

(B) All forms of business, relating to the operation of the franchise including the buying, selling, leasing, improving and dealing in lands and tenements, and the construction of buildings. The corporation may take, acquire and hold stock in any other corporation, as well as to purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in and with real and personal property of every name and nature, including stocks and securities of other corporations, and to loan money and take securities for the payment of all sums due the corporation, and to sell, assign and release such securities.

(C) To build upon or in any other manner improve real estate in which this corporation has any interest whatsoever.

(D) To lend money secured by mortgage or other security or without security, for itself or on a commission basis for others; to borrow money for the purpose of investment or for any of the purposes of this corporation, and to issue bond, debentures, notes or other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the real estate or personal property of this corporation, or to issue bond, debenture stocks, notes or other obligations without any such security; to accept and execute any and all agencies with respect to investment of money, the sale of real and/or personal property, and the collection and receipts of the proceeds thereof and/or the income therefrom; to buy and sell negotiable paper; to execute deeds, mortgages, lot contracts, bonds for title, releases and such other instruments as may be necessary for the carrying on of the business above designated.

(E) To buy, sell, trade or deal in any kind of goods, wares and merchandise associated with the operation of the franchise.

(F) To organize or cause to be organized under the laws of the State of Florida or of any other state, district, territory, province or government, a corporation or corporations for the purpose of accomplishing any of or all of the objects for which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such organization or corporation, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(G) To purchase, hold, sell, exchange or transfer, or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time to such extent and in such manner and upon such terms as its Board of Directors shall determine, provided, however, that shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(H) No contract or other transaction entered into by the corporation shall be affected by the fact that any Director of the corporation in any way is interested in or connected with any party to such contract or transaction, or himself is a party to such

contract or transaction, provided said contract or transaction shall be approved by a majority of the directors present at the meeting of the Board of Directors or of the Committee authorizing or confirming said contract or transaction.

(I) To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its properties and buildings, and to have, enjoy and exercise all of the rights, powers and privileges which are now, or which may hereafter be conferred upon corporations organized under the same statutes as this corporation.

(J) To engage in or conduct any lawful business permitted by the laws and statutes of the State of Florida or the United States.

The foregoing clauses shall be construed as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation, and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article II of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference under the terms of any other clauses or paragraphs of this Article, or of any other Articles of these Articles of Incorporation, but that each of the purposes, objects and powers specified in this Article, and each of the Articles or paragraphs of these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

A R T I C L E I I I

CAPITAL STOCK

The authorized capital stock of the corporation shall be: 7,500 shares at \$1.00 par value.

All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just valuation to

be fixed by the Board of Directors at a meeting called for that purpose.

A R T I C L E I V
INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is: 1340 Neptune Drive, Boynton Beach, FL 33426.

A R T I C L E V
CORPORATE EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

A R T I C L E VI
PRINCIPAL PLACE OF BUSINESS

The corporation shall have a principal place of business and shall have the privilege of having branch offices within the State of Florida, and within or without the United States of America. Initially, the principal place of business of the corporation shall be 1340 Neptune Drive, Boynton Beach, FL 33426. The name of the initial registered agent of the corporation is Larry Schone whose address is 50 S.E. 4th Avenue, Delray Beach, Fl. 33483.

A R T I C L E VII
BOARD OF DIRECTORS

The business of the corporation shall be managed, and its corporate powers exercised, by a Board of not less than 1 nor more than 5 directors. The exact number shall be established by the By-Laws, provided that the initial Board of Directors shall consist of 5 members. The acts of the majority of the Directors at a meeting where a quorum is present shall be the act of the Board of Directors. Directors' Meeting may be held within or without the state. The Directors may, by resolution, designate an Executive Committee, and members of the Board of Directors or an Executive Committee, shall be deemed present at a meeting of such Board or Committee if a telephone conference, or similar communication equipment, by means of which all persons participating in the meeting can hear each other is used.

ARTICLE VIII

OFFICERS

The officers of this corporation shall consist of a President, Vice President, Secretary and Treasurer, and such other officers and agents as may be provided for by the By-Laws of this corporation who shall be chosen, serve for such term and have such duties as may be prescribed by such By-Laws. Any of said offices may be combined.

ARTICLE IX

INITIAL OFFICERS AND DIRECTORS

The names and street addresses of the first Board of Directors and Officers of the corporation who shall hold office for the first year or until their successors are chosen shall be:

FRANK J. COONEY	President/Director
THEODORE THOMAS	Vice President/ Director
BRIGITTE U. COONEY	Secretary/Treasurer/Director
HOWARD KORER	Director
Richard Ernest	Director

ARTICLE X

SUBSCRIBERS

The names and street addresses of each subscribed and the number of shares of stock which each agrees to take, and the consideration thereof, is as follows:

LARRY SCHONE	100 shares
50 S.E. 4th Avenue	
Delray Beach, FL 33483	

ARTICLE XI

RESTRICTIONS ON SALE OR TRANSFER OF STOCK

The corporation and/or shareholders of the corporation may enter into any agreement restricting the sale or transfer of shares of stock in this corporation which is authorized under the laws of Florida. The By-Laws of the corporation may contain any restrictions on the sale or transfer of shares of stock in this corporation which are authorized under the laws of Florida.

ARTICLE XII

INDEMNIFICATION

Each Director and Officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a part by reason of his being or having been made a director or officer of the corporation (said expenses to include attorneys' fees and costs or reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

ARTICLE XIII

AMENDMENT TO ARTICLES

The corporation reserves the right to amend, alter or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by the Statutes of the State of Florida, and all rights and powers conferred on directors, officers and stockholders herein are granted subject to this reservation; provided, however, that no amendment, alteration or repeal of these Articles of Incorporation shall be valid unless consented by a majority of the stockholders of the corporation entitled to vote thereon present at any stockholders' meeting concerning the same, if the notice of the proposed action was included in the notice of the meeting or if such notice is waived in writing by all of the stockholders entitled to vote thereon.

ARTICLE XIV
DATE OF BEGINNING OF CORPORATION

This corporation shall begin existence as of January 12, 1996.


IN WITNESS OF THE FOREGOING, we have hereunto set our hands and seals this 9th day of January, 1996.



LARRY T. SCHONE

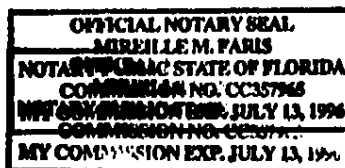
STATE OF FLORIDA }
COUNTY OF PALM BEACH }

The foregoing instrument was acknowledged before me this _____ day of January, 1996, by LARRY T. SCHONE who is personally known to me or who has produced _____ (type of identification) as identification and who (did) (did not) take an oath.



Signature of Notary Public
Michelle M. Paris

(Typed or Printed Name of Notary)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that NOVATEK INTERNATIONAL HOLDINGS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Delray Beach, County of Palm Beach, State of Florida, has named LARRY SCHONE, located at 50 S.E. Fourth Avenue, Delray Beach, Florida 33483, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By:

Larry Schone
LARRY SCHONE

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FILED
96 JAN 10 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000004329
BERGER & DAVIS, P.A.
ATTORNEYS AT LAW

96 MAR -5 AM 8 35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 28, 1996

Division of Corporations
The Capital
20th Floor
North Monroe Street
Tallahassee, Florida 32301

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****122.50 ****122.50

Re: Merger of Medical Products, Inc., a Florida corporation
with and into Novatek International Holdings, Inc.

Dear Sir or Madam:

Enclosed are the original and two (2) copies of Articles of Merger relating to the merger of Medical Products, Inc., a Florida corporation with and into Novatek International Holdings, Inc. The surviving corporation of this merger will be Novatek International Holdings, Inc. Please note that the effective date of the merger is February 29, 1996. A check for \$122.50 is enclosed, which represents the \$70.00 filing fee, and \$52.50 for two (2) certified copies of the Articles of Merger.

Please return the certified copies to the attention of the undersigned at this office.

If you have any questions with reference to the filing of these Articles of Merger, please call me before returning the enclosures.

Call When Ready

561-3010

Encs. *Elizabeth*

Sincerely,

BERGER & DAVIS, P.A.

Frank Caplan
Franklin H. Caplan

N. HENDRICKS MAR - 6 1996

Merger



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

MEDICAL PRODUCTS, INC., A FLORIDA CORPORATION, P95000085089

INTO

**NOVATEK INTERNATIONAL HOLDINGS, INC., a Florida corporation,
P96000004329**

File date: March 5, 1996

Corporate Specialist: Nancy Hendricks

**ARTICLES OF MERGER OF
MEDICAL PRODUCTS, INC.
WITH AND INTO
NOVATEK INTERNATIONAL HOLDINGS, INC.**

FILED

96 MAR -5 AM 8:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), the merger of MEDICAL PRODUCTS, INC., a Florida corporation ("MPI"), with and into NOVATEK INTERNATIONAL HOLDINGS, INC., a Florida corporation ("NIH") (the "Merger"), is hereby effected in compliance with Section 607.1105 of the Act.

1. The Merger is effected pursuant to an Agreement and Plan of Merger dated as of December 29, 1995, as amended by an Amendment to Agreement and Plan of Merger dated February 28, 1996 (the "Amendment") by and between, among other parties, MPI and NIH (as amended, the "Plan").

2. The Merger is effective upon the filing of these Articles of Merger by the Secretary of State of the State of Florida ("Effective Date").

3. The names of the constituent corporations now and under which each was formed is as follows:

(a) Novatek International Holdings, Inc., a Florida corporation

(b) Medical Products, Inc., a Florida corporation

4. Novatek International, Inc. owns 100 shares of Common Stock of NIH, par value \$1.00 per share, issued and entitled to vote; there is no other class of capital stock of NIH; the number of shares of Common Stock of NIH is not subject to change prior to the Effective Date of the Merger.

5. Celentano Limited Partnership owns 3750 shares of Common Stock of MPI, par value \$1.00 per share, issued and entitled to vote, and Pickering Cove Trust owns 3750 shares of Common Stock of MPI, par value \$1.00 per share, issued and entitled to vote; there is no other class of capital stock of MPI; the number of shares of Common Stock of MPI is not subject to change prior to the Effective Date of the Merger.

6. The Merger was authorized by the Board of Directors of NIH by unanimous action on February 13, 1996, and by unanimous action on February 27, 1996 approving the Amendment pursuant to Section 607.0821 of the Act, and was unanimously approved by the shareholder of NIH on February 13, 1996 by a vote of 100 For and 0 Opposed, and the Amendment was unanimously approved by the shareholder on February 27, 1996 by a vote of 100 for and 0 opposed, pursuant to Section 607.0704 of the Act.

7. The Merger (as amended by the Amendment) was authorized by the Board of Directors of MPI by unanimous action on February 28, 1996 pursuant to Section 607.0821 of the Act, and was unanimously approved by the shareholders of MPI on February 28, 1996 by a vote of 7500 For and 0 Opposed, pursuant to Section 607.0704 of the Act.

8. The Merger is permitted by Section 607.1101 of the Act.

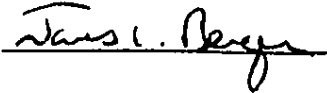
9. After the Effective Date of the Merger, Novatek International, Inc., the sole shareholder of NIH, shall be the sole shareholder of the surviving corporation, and shall retain 100 issued and outstanding shares of Common Stock of NIH held immediately prior to the filing of the Articles of Merger. All outstanding shares of capital stock of MPI shall, on the Effective Date of the Merger, become null and void and shall no longer be deemed issued and outstanding.

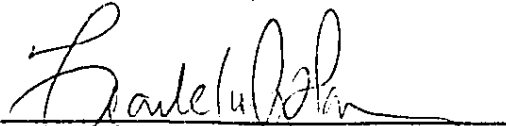
10. Shareholders of MPI shall receive an aggregate of 534.03667 shares of Common Stock, no par value, of Novatek International, Inc., a Colorado corporation, for each share of MPI held by them at the time of Merger, in addition to certain other consideration.

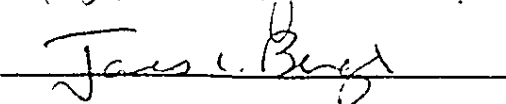
IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its duly authorized President as of the 28th day of February, 1996.

Witnesses:










NOVATEK INTERNATIONAL HOLDINGS,
INC., a Florida corporation

By: 
FRANK COSNEY
President

MEDICAL PRODUCTS, INC.,
a Florida corporation

By: 
VINCENT D. CELENTANO
President

P96000004329

Percy J. Schone, P.A.
Requestor's Name
50 S.E. 11th Ave
Address
Dulcan Beach, FL 33483
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #) 300002063643--4
-01/21/97--01068--010
4. _____
(Corporation Name) (Document #) ****210.00 ****\$7.80

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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97 JAN 21 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CH/

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509, Florida Statutes, the undersigned, LARRY SCHONE, hereby resigns as Registered Agent for NOVATEK INTERNATIONAL HOLDINGS, INC.

A copy of this resignation was mailed to the above listed corporation at its last known address. The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.



LARRY SCHONE, ESQ.
Perry & Schone, P.A.
50 S.E. 4th Avenue
Delray Beach, FL 33483
Tel: (561) 276-4146

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



PP96000004329
January 28, 1997

NOVATEK INTERNATIONAL HOLDINGS, INC.
1340 NEPTUNE DRIVE
BOYNTON BEACH, FL 33426

SUBJECT: NOVATEK INTERNATIONAL HOLDINGS, INC.
Ref. Number: P96000004329

Our records indicate the registered agent for the above named corporation resigned on January 21, 1997 and that the corporation currently does not have a registered agent designated.

Chapter 607, Florida Statutes, requires this office to give 60 days notice of our intent to dissolve a corporation for failure to appoint and maintain a registered agent.

This letter is our notice of intent to dissolve the above named corporation 60 days from the date of this letter if a registered agent is not properly designated.

Enclosed is registered agent designation application for you to complete and return with a filing fee of \$35.

If you should need any further information, please contact our office at (904)-487-6050.

Carol Mustain
Corporate Specialist



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 2, 1997

NOVATEK INTERNATIONAL HOLDINGS, INC.
1340 NEPTUNE DRIVE
BOYNTON BEACH, FL 33426

SUBJECT: NOVATEK INTERNATIONAL HOLDINGS, INC.

Document #: P96000004329

Due to your failure to respond to our letter advising you of your corporation not maintaining a registered agent and giving you 60 days notice of our intent to dissolve the above corporation, this corporation is now administratively dissolved.

A Certificate of Dissolution is enclosed.

If you have any questions concerning this matter, please call (904) 487-6916.

Carol Mustain
Corporate Specialist
Amendment Section
Division of Corporations

Letter Number: 797A00016555

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for NOVATEK INTERNATIONAL HOLDINGS, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of April 2, 1997 for failure to designate and maintain a registered agent, as required by law.

The document number of this corporation is P96000004329.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Second day of April, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State