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IRVIN W. NACHMAN, P.A.

4441 STIRLING ROAD

FORT LAUDERDALE, FLORIDA 33314

IRVIN W. NACHMAN

January 22, 1996

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

(904) 702-7330
JAN 29 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Prues Medical Industries, Inc.

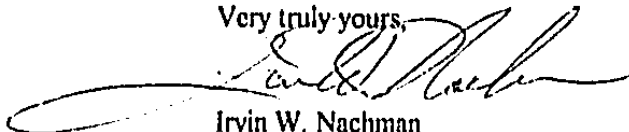
Dear Sir:

Enclosed please find Articles of Incorporation for the above-named corporation to be filed together with our check to cover the cost of filing, certified copies and the designation of Registered Agent.

Upon filing, we would ask that you return the certified copies to this office.

Thank you for your continued courtesies and cooperation.

Very truly yours,



Irvin W. Nachman
For the Firm

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ARTICLES OF INCORPORATION
OF
PRUES MEDICAL INDUSTRIES, INC.

FILED
26 JAN 29 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, 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, liabilities, rights, privileges, and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I

The name of the corporation is **Prues Medical Industries, Inc.**

ARTICLE II

The general nature of the business to be transacted is as follows:

Section 1: To buy, sell, mortgage, lease, encumber, alienate, or otherwise deal in real property and to construct thereon, cause to be constructed thereon, or otherwise improve real property or personal property, including the doing of any and all business and contracting incidental thereto or connected therewith and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to furtherance or the carrying out of the powers and purposes herein mentioned.

Section 2: To engage in any commercial or industrial enterprise, calculated or designed to be profitable to this Corporation and in conformity with the Laws of the State of Florida.

Section 3: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

Section 4: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, or in any other state in the United States or in any foreign country.

Section 5: To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of anyone of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this state or throughout the United States and elsewhere.

ARTICLE III

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE IV

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such other persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

ARTICLE V

The maximum number of shares of stock of this Corporation is authorized to have outstanding at any time shall be Five Hundred shares at One Dollar (\$1.00) par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this corporation that the stock issued shall qualify as "Section 1244 Stock", as such term is defined in the Internal Revenue Code and regulations issued thereunder.

ARTICLE VI

The mailing address and the principal office of this Corporation shall be 4966 Northwest 67th Avenue, Lauderhill, Florida 33319 and the name of the initial registered agent of this Corporation at that address is Michael Prues. The Corporation may have such other places of business both within and without the State of Florida and in foreign countries as may be necessary and convenient

ARTICLE VII

This Corporation shall exist perpetually.

ARTICLE VIII

This Corporation shall have 2 directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE IX

The names and addresses of the first Board of Directors of this Corporation who shall hold office until the organizational meeting of this Corporation and until their successors are elected and qualified, are:

MICHAEL PRUES
4966 Northwest 67th Avenue
Lauderhill, Florida 33319

MICHELE PRUES
4966 Northwest 67th Avenue
Lauderhill, Florida 33319

ARTICLE X

The names and addresses of the subscribers to the Articles of Incorporation are as follows:

MICHAEL PRUES
4966 Northwest 67th Avenue
Lauderhill, Florida 33319

MICHELE PRUES
4966 Northwest 67th Avenue
Lauderhill, Florida 33319

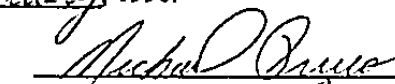
ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.


ARTICLE XII

In accordance with F. S. 607.0203, the date of corporate existence of this Corporation shall be the date of subscription and acknowledgment of these Articles of Incorporation provided these Articles of Incorporation are filed by the Department within five (5) days, exclusive of legal holidays, after such date. Otherwise, the date of corporate existence shall be upon the filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, We, the undersigned, being the subscribing incorporators have hereunto set our hands and seals for the purpose of forming this Corporation under the laws of the State of Florida, this 22 day of January, 1996.



MICHAEL PRUES (SEAL)



MICHELE PRUES (SEAL)

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared MICHAEL PRUES and MICHELE PRUES, known to me to be the persons described as subscribers and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 22nd day of January, 1996.

Gerie H. McQuaid
Notary Public, State of Florida
Printed Name: GERIE H. MCQUAID




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

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

First - That PRUES MEDICAL INDUSTRIES, INC., desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the articles of Incorporation at the City of Lauderhill, County of Broward, State of Florida, has named MICHAEL PRUES, whose address is 4966 Northwest 67th Avenue, Lauderhill, Florida 33319, its agent to accept service of process within this State.

Having been named to accept service or process for the above-stated Corporation, at the 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.



(Resident Agent)

FILED
APR 29 1981
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF BROWARD