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May 3, 1996

Secretary of State
Corporations Division
The Capitol
Tallahassee, Florida 32301

Re: Vivathane, Inc.

800001811328
-05/07/96--01090--005
****122.50 ****122.50

Gentlemen:

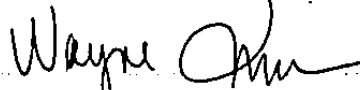
Enclosed is an original and one copy of the Articles of Incorporation to be filed with your office, for the captioned corporation.

Also, enclosed is my check payable to the Secretary of State in the amount of \$ 122.50 which represents the filing fee, Charter Tax and certificate of incorporation.

After this corporation has been filed and issued a charter Number, please return the original Certificate of Incorporation and a copy of the Articles to me along with your confirmation of filing.

Should you have any problems or questions concerning this matter, please contact me immediately at the telephone number listed above.

Sincerely yours,



Wayne S. Timmerman



WST/st
Enclosure(s)

FILED
96 MAY -6 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VIVATHANE DEVELOPMENT, INC.**

FILED
96 MAY -6 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of the corporation is VIVATHANE DEVELOPMENT, INC. whose address is 910 South Newport Avenue, Tampa, Florida 33606.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III - PURPOSES

The purpose or purposes for which the corporation is to develop, manufacture and market artificial joints and other bio-medical devices and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other laws, or by those Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign

country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States or by the foreign country.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock with a par value of \$ 1.00 per share.

ARTICLE V - QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the corporation's by-laws, all of the shares entitles to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address in Florida of the initial registered office of the corporation is Suite 100, 101 South Franklin Street, Tampa, Florida 33602 and the name of the initial registered agent at such address is Wayne S. Timmerman, P.A..

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of 1 Member, who need not be a resident of the State of Florida or shareholder of the corporation. The number of directors may be either increased or diminished from time to time in the manner provided in the by-laws but shall never be less than one (1). The name and address of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified is as follows:

Daniel Greenwald, 910 South Newport Avenue, Tampa, Florida 33606.

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator is:

Daniel Greenwald, 910 South Newport Avenue, Tampa, Florida 33606.

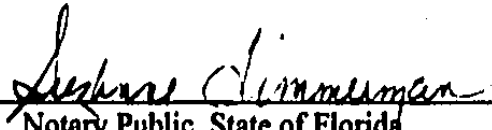
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Tampa, Hillsborough County, Florida on this 7 day of March, 1996.



DANIEL GREENWALD
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

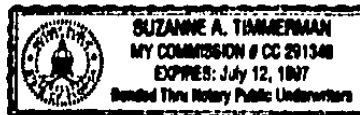
THE FOREGOING was acknowledged before me by DANIEL GREENWALD, personally known to me or has shown the following identification this 7 day of March 1996.



Notary Public, State of Florida

My Commission Expires:

Identification:



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

FILED


96 MAY -6 PM 3:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE

FOLLOWING IS SUBMITTED:


That VIVATHANE DEVELOPMENT, INC. desiring to organize to qualify under the laws of the state of Florida, with its principal place of business in City of Tampa , County of Hillsborough, State of Florida, has named Wayne S. Timmerman, P.A., of Suite 100, 101 South Franklin Street, Tampa, Florida 33602, as its agent to accept service of process within Florida.



DANIEL GREENWALD

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 this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 7 day of March 1996.



Wayne S. Timmerman, Esquire
Wayne S. Timmerman, P.A.