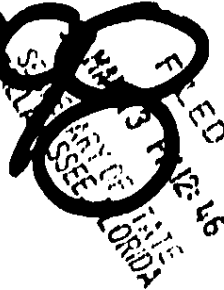


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May 9, 1996

Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32313

Re: Filing, Articles of Incorporation
Cryotherapy Pain Relief Products, Inc.

We are enclosing the Articles of Incorporation for the above captioned corporation, with a check to cover the fees.

Yours truly,

Jorge Caballero
272 N.W. 106 Terr.
Pembroke Pines, FL 33026
Telephone: 954 431 0854

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ARTICLES ON INCORPORATION OF
CRYOTHERAPY PAIN RELIEF PRODUCTS, INC.

THIS IS TO CERTIFY that 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 Florida, providing for the termination, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

CORPORATE NAME

The name of this Corporation is:

CRYOTHERAPY PAIN RELIEF PRODUCTS, INC. -

ARTICLE II

NATURE OF THE BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all legal things herein mentioned, fully and to the same extent as a natural person might and could do, viz.:

(a) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire, construct, equip, operate, manage, and in any other manner deal in real and/or personal property of every name and nature, including stocks and securities of other corporations, and to loan money and to take securities for the payment of all sums due the corporation, and to sell, assign and release such securities in connection therewith.

(b) 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 Florida, and to do so engage in and carry on said business or businesses in Florida or any other State in The United States or in any other country.

(c) 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, and elsewhere, and to do any other acts or things incidental or pertinent to or connected with the business hereinbefore described or any part or parts thereof, if not inconsistent with the Laws under which this Corporation is organized.

(d) That the main business of this corporation is as follows:

To market and distribute ANUREX, a product for the treatment of hemorrhoids and other products for cryotherapy.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

CAPITAL STOCK

The total amount of the authorized capital stock of the Corporation shall be:

One thousand (1000) Shares of NON-PAR COMMON STOCK

The whole or any part of the capital stock of said Corporation shall be payable in lawful money of the United States of America or property, labor or services, at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the Capital Stock at such valuation as shall be fixed by the Board of Directors.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which the corporation shall begin business shall be:

One Thousand (\$1,000.00) Dollars

ARTICLE V

CORPORATION EXISTENCE

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

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be:

272 N.W. 106 TERRACE, PEMBROKE PINES, FL. 33026

With the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida or in foreign countries.

ARTICLE VII

BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors of this Corporation, the President, Vice-President, Secretary and Treasurer (the offices of Secretary and Treasurer may be combined and held by one person as Secretary-Treasurer), who, subject to the provisions of these Articles of Incorporation and the By-Laws and General Corporation Laws of the State of Florida, shall hold office for the first year of the corporation existence, or until their successors are elected and have qualified, are as follows:

NAME	OFFICE	ADDRESS
JORGE CABALLERO	PRESIDENT	272 N.W. 106 TERR. PEMBROKE PINES FL. 33026.
JOSEPH KASSDIKIAN	SECRETARY TREASURER	3246 N. ANDREWS AVE. FORT. LAUDERDALE, FL. 33309.

ARTICLE VIII

NAMES AND POST OFFICE ADDRESS OF SUBSCRIBERS AND AMOUNT PAID PER SHARES

NAME	ADDRESS	No. OF SHARES	PAID
JORGE CABALLERO	272 N.W. 106 TERR. PEMBROKE PINES, FL. 33026	600	600
JOSEPH KASSDIKIAN	3246 N. ANDREWS AVE. FORT LAUDERDALE, FL. 33009.	400	400

The above subscribers are the same persons listed as the Incorporators of this Corporation.

ARTICLE IX

SPECIAL CHARTER PROVISIONS

The number of Directors of the corporation, who need not be stockholders, may not be less than one (1) and may be increased to and no more than nine (9) members as may be provided by the By-Laws. In case of a vacancy in the Board of Directors, through death, resignation, disqualification, or other cause, such vacancy shall be filled for the unexpired term by the affirmative vote of the remaining Directors. In case of any increase in the number of Directors, the additional Directors shall be elected by the affirmative vote of the majority of the Directors then in office.

In furtherance and not in limitation of the powers conferred by the Statute, the Board of Directors is expressly authorized:

- (a) Subject to the By-Laws, if any, adopted by the Stockholders, to make, alter, amend or repeal the By-Laws of the Corporation.
- (b) If the By-Laws so provide, to designate by resolution, two (2) or more of their number to constitute an Executive Committee, which shall have and exercise any or all the powers of the Board of Directors in the management of the business affairs and property of the Corporation during the intervals between the meetings of the Board of Directors, so far as it may be permitted by law.
- (c) From time to time, to determine whether and to what extent and at what time and place and under what conditions and regulations the accurate accounts and books of the Corporation (other than stock ledger) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of the corporation except as conferred by statute, unless authorized by a resolution of the Stockholders of Directors.
- (d) The Corporation may at any meeting of its Board of Directors, sell, lease or exchange all the property and assets essential to its corporate business, upon such terms and conditions, either for cash, for the securities or any other corporation or corporations, or for such other transactions as its Board of Directors deem expedient and for the best interest of the Corporation when and authorized by two thirds (2/3) of the stock of each class issued and outstanding given at Stockholder's Meeting duly called for the purpose, or when authorized by the written consent of the holders of record of at least two-thirds (2/3) of the stock of each class issued outstanding.

(e) Both Stockholders and Directors have the power, if the By-Laws so provide, to hold their meeting either within or without the State of Florida, to have one or more offices and to keep the books of the Corporation, subject to the provisions of the laws of the State of Florida, within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

(f) No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one, or more of the Directors or the Corporation is or are interested in or as a Director or Officer or as Directors or Officers of such other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the corporation is a party or are parties to, or interested in such contract, act or transaction, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that may otherwise exist from thus contracting with the corporation in which he or she may be in anyway interested. Any Director of the Corporation may vote upon any contract or any other transaction between the corporation and any subsidiary or controlled company.

(g) Upon any increase issue of stock, the stockholders shall have the pro-rata preferential right to subscribe therefor at such price and on such terms as the Board of Directors may, in each instance, fix.

(h) None of the Stockholders shares can be sold, pledged, or encumbered by any individual Stockholders unless it first be offered to the other Stockholders in proportion to the number of shares held by them at the market value, by giving the other Stockholders notice in writing of intention to sell, after which notice the other Stockholders shall have thirty (30) days within which to either accept or reject the offer.

In the event of acceptance, a closing date and place shall be fixed within ten (10) days after acceptance, for the transfer of the selling Stockholder's stock and the delivery of the price therefor. Such stock shall be delivered free and clear of all liens, encumbrances and restrictions.

Nothing herein contained shall restrict the free transfer of the shares of stock of any shareholders to and from their respective spouses.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

This Corporation designated as Registered Office:

272 N.W. 106 TERRACE, PEMBROKE PINES, FL. 33026

This Corporation designated as Registered Agent:

JORGE CABALLERO
272 N.W. 106 TERRACE
PEMBROKE PINES, FL. 33026

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, 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:

CRYOTHERAPY PAIN RELIEF PRODUCTS, INC.

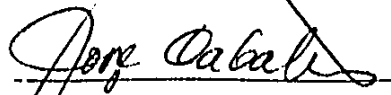
Desiring to organize under the laws of the State of Florida, with its principal office as
indicated in the Articles of Incorporation at the city of Pembroke Pines, County of
Broward, has named:

JORGE CABALLERO, located at: 272 N.W. 106 Terrace, Pembroke Pines, FL 33026.
as its Agent to accept serving of process within the State.

ACKNOWLEDGMENT:

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

BY:



JORGE CABALLERO
272 N.W. 106 TERR. PEMBROKE PINES, FL. 33026
TELEPHONE: 954 - 431 0854

FILED
MAY 13 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, We the undersigned, being all of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, and the United States, do make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true; and do respectively agree to take the number of shares of stock hereinbefore set forth, and, accordingly, have hereunto set our hands and seals this 9 day of May, 1996.

Name JORGE CABALLERO

Signature: Jorge Caballero

Name: JOSEPH KASSDIKIAN

Signature: Joe Kassdikian

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, The undersigned authority, qualified to take acknowledgments and administer oaths, personally appeared:

JORGE CABALLERO

AND

JOSEPH KASSDIKIAN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

each of whom to me is well known, and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and each of them acknowledged before me, according to law, that they made and subscribed the same for the uses and purposes therein expressed and set forth.

WITNESS my hand and official seal at Ft. Lauderdale, Broward County, Florida, this ___ day of 5-9, 1996.

Notary Public, State of Florida

At Large

My commission expires:

JEFF Constantaras

