

P96000051393

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

of No 53085
RE: Biocard Corporation

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Statement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () pgs.		

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****122.50****122.50

95 JUN 17 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SUBTOTALS _____

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....

95 JUN 17 AM 9:58
DIVISION OF CORPORATION

RECEIVED

B. REGISTER JUN 17 1996

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ BY _____
CK No. _____

WALK-IN Will Pick Up 6/17 12:00

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION

OF

BIOCARD CORPORATION

FILED
96 JUN 17 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be:

BIOCARD CORPORATION

ARTICLE II

This corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida and any other jurisdiction wherein it may conduct business.

ARTICLE III

This corporation is authorized to issue par value voting common stock as described below, and none other:

Maximum Number of Shares:	50,000
Par Value Per Share:	\$.01

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, or any combination of the foregoing or such other consideration allowable by law.

Each share of common stock of this corporation shall entitle the holder thereof to one vote upon each proposal presented at lawful meetings of the stockholders. No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred and No/100 Dollars (\$500.00).

ARTICLE V INITIAL ADDRESS

The initial street address of the principal office of this corporation in the State of Florida shall be:

2601 S. Bayshore Drive
Suite 1425
Miami, Florida 33133

The resident agent shall be:

Robert A. Freeman, P.A.
Suite 1425
2601 S. Bayshore Drive
Miami, Florida 33133

The Board of Directors may, from time to time, move the principal or registered office to any other address to which it seems pertinent in the interest of the corporation, either within or without the State of Florida.

ARTICLE VI DIRECTORS

This corporation shall have one (1) director initially. The stockholders may, from time to time and at any time, raise or lower the number of directors of this corporation by so providing in the Bylaws of the corporation or by amending the Bylaws of the corporation, provided that there shall always be at least one director and said director need not be a citizen of the United States of America.

ARTICLE VII INITIAL DIRECTORS

The name and street address of the first director shall be as follows:

Robert A. Freeman
c/o Suite 1425
2601 S. Bayshore Drive
Miami, Florida 33133

The director and officers shall hold office until the first annual meeting of the shareholders or until their successors shall be duly elected or appointed and qualified.

ARTICLE VIII SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Robert A. Freeman
Suite 1425
2601 S. Bayshore Drive
Miami, Florida 33133

ARTICLE IX PREEMPTIVE RIGHTS

No holder of stock of any class of this corporation (or any subscriber) shall be entitled as of right, merely because he is a shareholder, to purchase any part of the unissued stock of the corporation of any class, or of any additional stock of any class to be issued by reason of any increase in the authorized capital stock of the corporation, or of bonds, certificates of indebtedness, debentures or other securities convertible into or carrying the right to purchase stock of the corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into or carrying the right to purchase stock may be issued and disposed of by the Board of Directors to such person, firms, corporation or associations, and upon such terms as the Board of Directors may, in its absolute discretion, determine, without offering to the stockholders then of record, of any class, any thereof, on the same terms or on any terms, with all preemptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE X

A. The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter or repeal any Bylaw adopted by the directors or the stockholders, and the directors may not adopt any Bylaws that would be in conflict with the Bylaws adopted by the stockholders.

B. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall

make objections at such meeting to any defect or insufficiency of notice. Members of the Board of Directors shall be deemed present at a meeting of such Board of Directors if a conference telephone or similar communication equipment is used by means of which all persons participating in the meeting can hear each other.

C. 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 or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of this duty as such officer or director.

D. A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer, or any firm of which any director or officer is a member, or any corporation of which any director or officer is a stockholder, officer or director is in any way interested in such transaction or contract, provided that disclosure of such direct or indirect interest is made to the Board of Directors, and such transaction or contract is or shall be authorized, ratified or approved either (a) by a vote of the majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested, or member of a firm so interested, or stockholder, officer or director of a corporation so interested; or (b) by the written consent, or by vote of any stockholders' meeting of the holders of record, of a majority of all outstanding shares of stock in the corporation entitled to vote; nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that he, or any firm of which he is a member, or any corporation of which he is a stockholder, officer or director was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

I, THE UNDERSIGNED, being the Subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles

of Incorporation, he is declaring and certifying that the facts herein stated are true, and accordingly, he has hereunto set my hand and seal this 14th day of June, 1996.



Robert A. Freeman

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

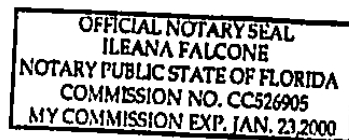
I, the undersigned Notary Public, in and for the State of Florida, do hereby certify that on this day personally appeared before me Robert A. Freeman, to me well known as identified by Florida Driver's License No. personally known, and known to be the person who executed the foregoing Articles of Incorporation of BIOCARD CORPORATION and acknowledged that he executed the same for the uses and purposes therein stated; and an oath of said person (was) (was not) taken as to the foregoing.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of June, 1996.



NOTARY PUBLIC, State of Florida
at Large

My commission expires:




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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST, BIOCARD CORPORATION, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Robert A. Freeman, P.A., located at Suite 1425, 2601 South Bayshore Drive, Miami, Florida 33133, as its agent to accept service of process within Florida.

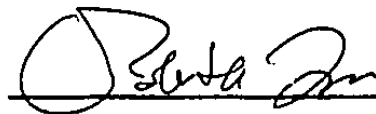
BIOCARD CORPORATION

By:  _____

Date: June 14, 1996

I, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, 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.

ROBERT A. FREEMAN, P.A.

By:  _____

Title: President

Date: June 14, 1996

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96 JUN 17 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000051393

MICHAEL BEST & FRIEDRICH
Attorneys at Law

100 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-4108
FAX (414) 277-0656
Telephone (414) 271-6560

Offices in:
Madison, Wisconsin
Chicago, Illinois

Member: Lex Mundi,
A Global Association of
122 Independent Firms

July 2, 1997

VIA FEDERAL EXPRESS

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*****35.00 *****35.00

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: Biocard Corporation

Dear Madam or Sir:

Enclosed is an original and a copy of the Restated Articles of Incorporation of Biocard Corporation (the "Restated Articles"). Also enclosed is a check made payable to the Florida Department of State in the amount of \$35.00 to cover of the filing fee.

Please file the Restated Articles and send a file-stamped copy to the attention of the undersigned at your earliest convenience.

Should you have any questions regarding the enclosed or require additional information, please call the undersigned (collect) at (414) 271-6560. Thank you.

Sincerely,

MICHAEL BEST & FRIEDRICH

Jenifer C. Bersch
Jenifer C Bersch
Paralegal

Jennifer Bersch
authorized to
take initial out
of articles

JCB
Enclosures
cc: Barbara K. Boxer, Esq.

97 JUL -3 PM 12:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated Article
KFB
7-11-97

**RESTATED ARTICLES OF INCORPORATION
OF
BIOCARD CORPORATION**

FILED

97 JUL -3 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Restated Articles of Incorporation, duly adopted pursuant to the authority and provisions of the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, shall supersede and take the place of the heretofore existing Articles of Incorporation of Biocard Corporation and all amendments thereto:

ARTICLE I

The name of the Corporation is Biocard Corporation.

ARTICLE II

The Corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and the State of Florida and any other jurisdiction wherein it may conduct business.

ARTICLE III

The total number of shares of all classes of capital stock which the Corporation is authorized to issue is 50,000 shares of one class only of Common Stock, \$.01 par value per share. Shares of Common Stock may be issued by the Corporation from time to time as approved by its Board of Directors and without shareholder approval. Consideration for shares may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract or other securities of the Corporation. Absent fraud in the transaction, the judgment of the Board of Directors of the Corporation as to the value of such consideration received for shares of Common Stock shall be conclusive.

The holders of shares of Common Stock of the Corporation shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation. No holders of shares of Common Stock shall be entitled to any right of cumulative voting.

ARTICLE IV

The name and address of the registered agent and registered office of the Corporation are Robert H. Karl, M.D., 6500 S.W. 114 Street, Miami, Florida 33156.

ARTICLE V

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred by statute, these Restated Articles of Incorporation and the Bylaws, the Board of Directors is empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. The number of directors constituting the Board of Directors of the Corporation shall be fixed by or in the manner provided by the Bylaws.

Robert H. Karl
6500 S. W. 114 Street
Miami, Florida 33156

Nilza S. Karl
6500 S. W. 114 Street
Miami, Florida 33156

Ronald A. Goldstein
19600 N. E. 119th Place
North Miami Beach, FL 33179

ARTICLE VI

The name and street address of the subscriber to these Restated Articles of Incorporation is:

Robert H. Karl
6500 S. W. 114 Street
Miami, Florida 33156

ARTICLE VII

No holder of stock of any class of this Corporation (or any subscriber) shall be entitled as of right, merely because he or she is a shareholder, to purchase any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase in the authorized capital stock of the Corporation, or of bonds, certificates of indebtedness, debentures or other securities convertible into or carrying the right to purchase stock of the Corporation. Any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into or carrying the right to purchase stock may be issued and disposed of by the Board of Directors to such person, firms, corporation or associations, and upon such terms as the Board of Directors may, in its absolute discretion, determine, without offering to the stockholders then of record, any thereof, with all preemptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE VIII

A. The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the stockholders or the directors, in such manner as set forth in the Bylaws.

B. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he or she shall make objections at such meeting to any defect or insufficiency of notice. Members of the Board of Directors shall be deemed present at a meeting of such Board of Directors if a conference telephone or similar communication equipment is used by means of which all persons participating in the meeting can hear each other.

C. Each director and officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation as set forth in the Bylaws of the Corporation. The Bylaws may be amended from time to time by either the stockholders or the directors, in such manner as set forth in the Bylaws.

D. A director or officer of the Corporation shall not be disqualified by his or her office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any director or officer, or any firm of which any director or officer is a member, or any corporation of which any director or officer is a stockholder, officer or director is in any way interested in such transaction or contract, provided that disclosure of such direct or indirect interest is made to the Board of Directors, and such transaction or contract is or shall be authorized, ratified or approved either (a) by a vote of the majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested, or member of a firm so interested, or stockholder, officer or director of a corporation so interested; or (b) by the written consent, or by vote at any stockholders' meeting of the holders of record of a majority of all outstanding shares of stock in the Corporation entitled to vote; nor shall any director or officer be liable to account to the Corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that he or she, or any firm of which he or she is a member, or any corporation of which he or she is a stockholder, officer or director was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

