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HILDA M. PORRO, P.A.

ATTORNEY AT LAW

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(407) 798-3994 • FAX 798-0579

June 27, 1996

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: BIOSORB, INC.  
ARTICLES OF INCORPORATION

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and check payable to the Department of State in the amount of \$70.00.

FROM: Hilda M. Porro, Esq.  
12769 W. Forest Hill Boulevard  
Suite E  
West Palm Beach, FL 33414  
(407) 798-3994

FILED  
96 JUN 27 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL JUL = 1 1996

**ARTICLES OF INCORPORATION  
OF  
BIOSORB, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is Biosorb, Inc..

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 12769 W. Forest Hill Blvd., Suite E, Wellington, FL 33414.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

**ARTICLE IV - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 12769 W. Forest Hill Blvd., Suite E, Wellington, Florida 33414 and the name of the initial registered agent of this corporation at that address is Hilda M. Porro.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five.

The name and address of the initial Board of Directors of the corporation is:

Juan F. Montalvo  
7151 Pioneer Road  
West Palm Beach, FL 33413

**ARTICLE VII - INCORPORATOR**

The name and address of the Incorporator signing these articles is: Juan F. Montalvo, 7151 Pioneer Road, West Palm Beach, FL 33413.

**ARTICLE VIII - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

**ARTICLE IX - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 29<sup>th</sup> day of February, 1996.

  
\_\_\_\_\_  
JUAN F. MONTALVO, Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of February, 1996, by JUAN F. MONTALVO, who is personally known to me or who has produced N/A as identification and who did take an oath.



HILDA M. PORRO  
COMMISSION # CC 413871  
EXPIRES OCT 17, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Notary Public:

Sign Hilda M. Porro

Print HILDA M. PORRO

State of Florida at Large

My Commission Expires: 10/17/98

FILED

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Biosorb, Inc..
2. The name and address of the registered agent and office is:

HILDA M. PORRO, ESQ.  
12769 W. Forest Hill Blvd.  
Suite E  
Wellington, Florida 33414

  
\_\_\_\_\_  
Juan F. Montalvo, Incorporator

Date: 2/29/96

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Hilda M. Porro, Registered Agent

Date: 2/29/96