

LAW OFFICES

GREGORY A. MOORE, P.A.
PROFESSIONAL ASSOCIATION

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15825 N.W. 77TH AVENUE
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ATRIUM WEST BUILDING
7771 WEST OAKLAND PARK BLVD.
SUITE 122
SUNRISE, FLORIDA 33351

REPLY TO: MIAMI LAKES OFFICE

96000056864

June 27, 1996

Secretary of State
Department of Corporations
c/o New Filings
409 East Gaines Street
Tallahassee, Florida 32399

300001882309
-07/02/96--01132---019
****245.00 ****122.50

Dear Sir or Madam,

Enclosed you will find check number 3885 in the amount of \$ 245.00 as payment for filing the following Articles of Incorporation.

1. Integrity Medical Systems, Inc.

2. ~~Integrity Medical Systems, Inc.~~

In addition, I have enclosed check number 3886 in the amount of \$ 13.50 to return a copy of the Articles to the above address. They may be delivered standard overnight. Please see enclosed USA airbill.

If you have any questions, please call me.

Very truly yours,

Gregory A. Moore, P. A.
Gregory A. Moore

FILED
96 JUL - 1 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN JUL - 5 1996

**ARTICLES OF INCORPORATION
OF
SUNTEGRITY MEDICAL SYSTEMS, INC.**

The undersigned, for the purpose of forming a corporation hereby adopts the following Articles of Incorporation.

**ARTICLE I
(Name)**

The name of the corporation is Suntegrity Medical Systems, Inc.

**ARTICLE II
(Duration)**

The duration of this corporation is perpetual.

**ARTICLE III
(Purpose)**

The general purpose for which this corporation is organized is to engage in the sale and purchase of medical equipment.

**ARTICLE IV
(Initial registered office, registered agent, principal office and mailing address)**

The street address of the initial registered office of this corporation is BASF Building, First Floor, 15225 N. W. 77th Avenue, Miami Lakes, Florida 33014, and the name of the initial registered agent of this corporation at that address is Gregory A. Moore, Esq. The principal office and mailing address of the corporation is 1089 Brevity Lane, Fort Myers, Florida 33919.

**ARTICLE V
(Capital Stock)**

This corporation is authorized to issue 500 shares of common stock with a par value of \$ 1.00 per share.

FILED
26 JUL - 1 PM 3:16
TALLAHASSEE, FLORIDA

ARTICLE VI
(Initial Board of Directors)

This corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by a majority of the shareholders present in person or by proxy at any annual or special meeting of the shareholders but shall never be more than (3) Directors nor less than one. The names and addresses of the initial Directors of this corporation are:

David Denholtz
1089 Brevity Lane
Fort Myers, Florida 33919

Jack Xiao Chen
111 Third Street
Brooklyn, N. Y. 11231

ARTICLE VII
(S Corporation Status)

This corporation has authorized its officers to take all action necessary to apply for S corporation status.

ARTICLE VIII
(Incorporators)

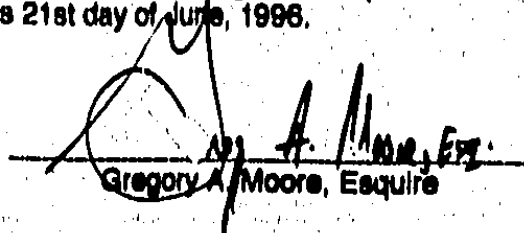
The name and address of the person signing these Articles is

Gregory A. Moore, Esq.
BASF Building, First Floor
15225 N. W. 77th Avenue
Miami Lakes, Florida 33014

ARTICLE IX
(Amendment)

This corporation reserves the right, subject to the approval of persons voting not less than two-thirds majority of the outstanding fully paid and non-assessable shares of the capital stock of the corporation, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, 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 this 21st day of June, 1996.



Gregory A. Moore, Esquire

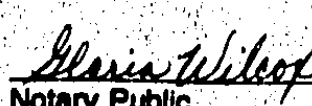
STATE OF FLORIDA

COUNTY OF DADE

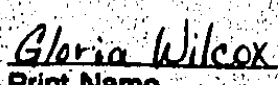
}
S.S.

On this 21st day of June, 1996 before me personally appeared Gregory A. Moore, Personally known to me an subscribed before me on this 21st day of June, 1996; and also produced a valid Driver's License who executed the foregoing instrument, and acknowledged to me that he executed the same as his free act and deed, and who did take an oath.

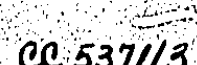
Sworn to before me, a Notary Public, this 21st day of June, 1996.



Notary Public



Print Name



CC 537113
Certificate Number

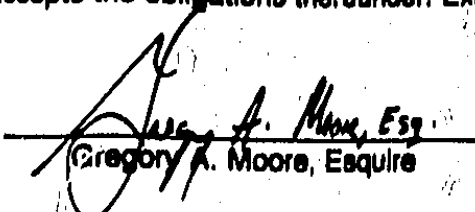
My commission expires:



GLORIA WILCOX
My Commission CC007113
Expires Mar. 04, 2000

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person named as initial registered agent of Suntegrity Medical Systems, Inc., accepts the obligations thereunder. Executed this 21st day of June) 1996.



Gregory A. Moore, Esquire

FILED
26 JUL 1996
PM 3:17
TALLAHASSEE
FLORIDA