

**P96000060379**  
ALLEN, LANO, MORRISON & CEROTTO, P.A.  
ATTORNEYS AT LAW  
340 NORTH ORANGE AVENUE  
ORLANDO, FLORIDA 32801-1611

POST OFFICE BOX 3628  
ORLANDO, FLORIDA 32802-3628

TELEPHONE (407) 488-8880  
FAX (407) 488-8882

July 17, 1996

**FILED**  
JUL 18 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

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-07/18/96--01069--009  
\*\*\*122.50 \*\*\*122.50

Mr. John Hall  
Halls Delivery Service  
464 Freddie Martin Drive  
Tallahassee, FL 32301

Re: Therasys, Inc.  
Dayton Therapy, Inc.

*File 2nd*

Dear John:

Enclosed please find original and one copy of Articles of Incorporation for Therasys, Inc., a new corporation.

You should receive by Federal Express at the same time you receive this Articles of Amendment to Articles of Incorporation changing the name of Therasys, Inc. to Dayton Therapy, Inc. You will receive this directly from Therasys, Inc. or Para Tech Industries, Inc. in Dayton, Ohio.

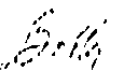
Also enclosed is a check in the amount of \$87.50 representing \$35.00 filing fee and \$52.50 for a certified copy of the Articles of Amendment which you will receive from Ohio at the same time you receive this. Also enclosed is a check in the amount of \$122.50 representing \$35.00 filing fee, \$52.50 for a certified copy and \$35 registered agent fee for the new corporation.

PLEASE BE SURE TO FILE THE ARTICLES OF AMENDMENT FIRST and then the Articles of Incorporation for the new corporation. Please file with the Secretary of State's office, wait for the certified copies and return the certified copies of both to us by Federal Express (airbill enclosed).

Mr. John Hall  
July 17, 1996  
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If you have any questions, please feel free to call.

Very truly yours,

  
Barbara J. Coad, PLS  
Secretary to Thomas R. Allen

Enclosures

ARTICLES OF INCORPORATION  
OF  
THERASYS, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**NAME**

The name of this corporation is THERASYS, INC.

**ARTICLE II**  
**DURATION**

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

**ARTICLE III**  
**GENERAL PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE IV**  
**CAPITAL STOCK**

This corporation is authorized to issue eleven million (11,000,000) shares of capital stock, which shall be designated Common Shares with one cent (\$.01) par value. The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

**ARTICLE V**  
**NO PREEMPTIVE RIGHTS**

The preemptive right to purchase additional shares or any other securities of this corporation is expressly denied to all shareholders of all classes.

**ARTICLE VI**  
**PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office and initial registered office of the corporation is 340 North Orange Avenue, Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is Thomas R. Allen.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

A. This corporation shall have eleven (11) directors initially.

B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).

C. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Paul F. Fulk	6248 Rivercliff Lane Dayton, OH 45449
Earnie S. Philpot	8701 Slagel Road Centerville, OH 45458
Norman Brennan	4648 Glenheath Drive Dayton, OH 45440
Lee Bosma	4754 East State Route 40 Tipp City, OH 45371
Jeffrey Wilson	5218 Tanager Avenue NE Canton, OH 44705
Thales Theodore	224 West Seaview Circle Duck Key, FL 33050
Fred Isaacs, Jr.	P. O. Box 1566 Virginia Beach, VA 23451
Henry R. Focke, Jr.	3038 North Federal Highway Fort Lauderdale, FL 33306
R.A. Kyker, Jr.	601 Alder Branch Road Sevierville, TN 37862
Douglas J. Marken	3320 Dorothy Lane Richmond, IN 47343

Ron Niekamp

1777 Tuckaway Court  
Springboro, OH 45066

**ARTICLE VIII**  
**INCORPORATORS**

The name and address of the Incorporator of this corporation is:

Thomas R. Allen                      340 N. Orange Avenue  
Orlando, FL 32801

**ARTICLE IX**  
**BY-LAWS**

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

**ARTICLE X**  
**INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE XI**  
**AMENDMENTS**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 17th day of July, 1996.

  
Thomas R. Allen

STATE OF FLORIDA    )  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 17th day of July, 1996, by Thomas R. Allen, who is personally known or

who produced id (type of identification) as identification.

BARBARA J. GUAD  
Notary Public, State of Florida  
My Comm. Expires April 23, 1999  
Comm. No. CC454335

Barbara J. Guad  
NOTARY PUBLIC

Barbara J. Guad  
Print Name

My Commission Expires:  
Commission Number:

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

Thomas R. Allen

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