

P96000076461

September 9, 1996

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

Re: BLUE SKY SURGICAL, INC.

000001141636
-00/12736--01045--019
***122.50 ***122.50

To Whom It May Concern:

Enclosed is the original and one (1) copy of the Articles of Incorporation for a new Florida corporation to be known as Blue Sky Surgical, Inc. Also enclosed is a check in the amount of \$122.50 which represents the filing fee and the fee for a certified copy. Please return the certified copy of the Articles to me at 867 Cynthianna Circle, Altamonte Springs, FL 32701.

Thank you for your attention to this matter.

Sincerely,

James G. Aring
James G. Aring

JGA/nma
Encls.

Mr. James Aring
add. incorporation as 2d in 18
2H

19366
10/13/96
10/13/96

ARTICLES OF INCORPORATION
OF
BLUE SKY SURGICAL, INC.

I, the undersigned, being a natural person of legal age, do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: BLUE SKY SURGICAL, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be the selling of surgical products and to do all things necessary or required to accomplish said purpose including but not limited to the following:

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate assets of any other corporation and engage in the same or other characters of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

To engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of Common Stock. The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of this corporation shall be issued as small business corporation stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE IV

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The initial street address of the principal place of business of the corporation shall be:

867 Cynthiaanna Circle
Altamonte Springs, FL 32701

ARTICLE VI

INITIAL DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders. The name and street address of the sole director of this corporation who shall hold office for the first year or until his successors are chosen shall be:

JAMES G. ARING
867 Cynthiaanna Circle
Altamonte Springs, FL 32701

ARTICLE VII

SUBSCRIBERS

The name and street address of the Subscriber to these Articles of Incorporation is as follows:

JAMES G. ARING
867 Cynthiaanna Circle
Altamonte Springs, FL 32701

ARTICLE VIII

REGISTERED AGENT

The name and address of the Registered Agent to accept service of process within the State on behalf of the corporation is:

JAMES G. ARING
867 Cynthiaanna Circle
Altamonte Springs, FL 32701

and by his signature on the Certificate attached hereto he indicates his acceptance as Registered Agent to act in this capacity pursuant to the laws of this State.

ARTICLE IX
INDEMNIFICATION

Every director, officer, employee, or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or by reason of their being imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved by reason of his or her employment, or by reason of his or her being or having been a director, officer, employee, or agent of this corporation and any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee, or agent is entitled.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

ARTICLE XI
COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on the date of filing with the Secretary of State of the State of Florida. In witness whereof, I, the undersigned, being the sole subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business within the State of Florida do make and file this Certificate, hereby declaring and certifying that the facts herein are true and correct and hereunto set my hand and seal this 9th day of September, 1996.

STATE OF FLORIDA
COUNTY OF SEMINOLE

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared, JAMES G. ARING, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

Witness my hand and official seal this 9th day of September, 1996.


Notary Public
My Commission Expires:



NANCY MARIE DONOVAN
My Commission CC317992
Expires Sep. 22, 1997
Bonded by HAI
800-422-1556

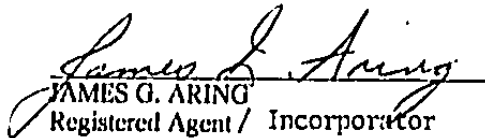
CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

SEP 12 PM 9:10

TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, BLUE SKY SURGICAL, INC., 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 and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Names and Address of Registered Agent: JAMES G. ARING
867 Cynthiaanna Circle
Altamonte Springs, FL 32701


JAMES G. ARING
Registered Agent / Incorporator