

P96000088276

October 22, 1996

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

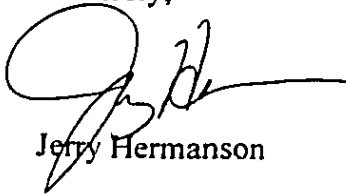
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RE: HBW Medical Enterprises, Inc.

Dear Division of Corporations:

Enclosed please find the two original Articles of Incorporation, together with my check in the amount of \$122.50. This represents the cost of the filing fees, certified copy of Articles of Incorporation and fee for registered agent designation for the above named corporation.

Sincerely,



Jerry Hermanson

HBW Medical Enterprises, Inc.

Mailing address:

6341 N.E. 20th Way
Ft. Lauderdale, FL 33308
954 772-6628

OCT 25 1996

BSB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 14, 1996

JERRY HERMANSON
6341 N.E. 20TH WAY
FT. LAUDERDALE, FL 33308

The name HBW MEDICAL ENTERPRISES, INC. has been reserved for 120 days beginning October 14, 1996. The reservation number is R96000004913 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 296A00046663

ARTICLES OF INCORPORATION

of

HBW Medical Enterprises, Inc.

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STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: **HBW Medical Enterprises, Inc.**

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of \$1.00 par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

Jerry Hermanson
6341 N.E. 20th Way
Ft. Lauderdale, FL 33308

The mailing address of the corporation is:

Jerry Hermanson
6341 N.E. 20th Way
Ft. Lauderdale, FL 33308

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

Alan Whiteman, Ph.D.
675 NW 101st Terrace
Coral Springs, FL 33071

Alan Borozny
1400 NW 14th Avenue
Boca Raton, FL 33486


Jerry Hermanson
6341 NE 20th Way
Ft. Lauderdale, FL 33308

ARTICLE VII - INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Jerry Hermanson
6341 NE 20th Way
Ft. Lauderdale, FL 33308

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd Day of October, 1996.

 (Seal)

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STATE
FLORIDA

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

*CERTIFICATE OF REGISTERED AGENT
OF*

HBW Medical Enterprises, Inc.

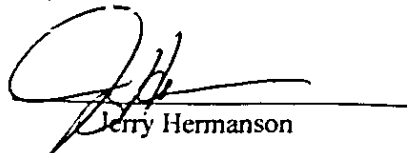
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with its
registered office as indicated in the Articles of Incorporation at,

**6341 N.E. 20th Way
Ft. Lauderdale, FL 33308**

has named **Jerry Hermanson**, located at the aforesaid address, as its Registered Agent
to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated
corporation at the place designated in this certificate, and being familiar with the
obligations of that position, I hereby accept to act in this capacity, and agree to comply
with the provisions of Florida Law in keeping open said office.


Jerry Hermanson