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DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: ORBUS MEDICAL TECHNOLOGIES, INC.

AUDIT NUMBER.....H96000017557

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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EFFECTIVE DATE
12-12-96

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Articles of Incorporation
of
Orbus Medical Technologies, Inc.

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Article I. Name

The name of this Florida corporation is:
Orbus Medical Technologies, Inc.

EFFECTIVE DATE
12-13-96

Article II. Address

The mailing address of the Corporation is:
Orbus Medical Technologies, Inc.
c/o 200 South Biscayne Boulevard
20th Floor
Miami FL 33131

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Rossz Fit Corporation
200 South Biscayne Boulevard
20th Floor
Miami FL 33131

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

John Carlson, Chairman, FL Bar Member 335193
Keith, Mack, Lewis, Cohen & Lumpkin
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310
305-358-7605 • Fax 305-358-4755

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Jan Cheezem

Article VI. Incorporator

The name and address of the incorporator is:

Jan Carson Cheezem
Keith, Mack, Lewis, Cohen & Lumpkin
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective December 12, 1996

The undersigned incorporator executed these Articles of Incorporation on
December 13, 1996



JAN CARSON CHEEZEM
by L.A. Uriarte as attorney-in-fact

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Jan Carson Cheezem FL Bar Member 335193
Keith, Mack, Lewis, Cohen & Lumpkin
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310
305-358-7605 • Fax 305-358-4755

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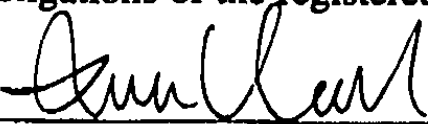
**Certificate of Designation
Registered Agent and Registered Office**

CORPORATION:
Orbus Medical Technologies, Inc.

REGISTERED AGENT:
Rossz Fiu Corporation
200 South Biscayne Boulevard
20th Floor
Miami FL 33131

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ROSSZ FIU CORPORATION
Jan Carson Cheezem, President

Date: 12/13/96

by L.A. Uriarte as attorney-in-fact

Jan Carson Cheezem FL Bar Member 335193
Keth, Mack, Lewis, Cohen & Lumpkin
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Miami FL 33131-2310
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