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TO: DIVISION OF CORPORATIONS — FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY — ACCT#: 072450000255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 — FAX #: (305)541-3770

NAME: REDMUND P. BURKE, MD, P.A.
AUDIT NUMBER......H96000017663
DOC TYPE..........FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 — PAGES....... 3
CERT. COPIES......0 — DEL.METHOD.. FAX
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12/18/96

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H96000017663

ARTICLES OF INCORPORATION
OF
REDMUND P. BURKE, MD, P.A.

FILED
96 DEC 17 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 621 of the laws of the State of Florida.

ARTICLE I. NAME.

The name of the corporation shall be: Redmund P. Burke, MD, P.A.

ARTICLE II. ADDRESSES.

The address of the principal office of this corporation shall be 3200 SW 60th Court, Suite 102, Miami, FL 33155 and the mailing address of the corporation shall be the same.

ARTICLE III. NATURE OF BUSINESS.

This corporation may engage in every aspect of the business of rendering medical services to the public that a physician licensed under the laws of the State of Florida is authorized to engage in. This corporation may also engage or transact in any and all lawful activities and businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation (provided such activities and businesses are permitted under Chapter 621 of the Florida Statutes).

ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having $.01 par value per share.

ARTICLE V. REGISTERED AGENT AND OFFICE.

The street address of the initial registered office of the corporation shall be 11900 Biscayne Boulevard, Miami, FL 33181 and the name of the initial registered agent of the corporation at that address is Dana M. Kaufman.

ARTICLE VI. INCORPORATOR.

The name and street address of the incorporator to these Articles of Incorporation is: Cheryl Julien Kaufman, P.A., 5241 North Bay Road, Miami Beach, FL 33140.

Prepared by:
Cheryl Julien Kaufman, Esq.
Cheryl Julien Kaufman
2301 Sunset Drive
Miami Beach, FL 33140
(305) 538-5380
Fl Bar No. 623679

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ARTICLE VII. PREEMPTIVE RIGHTS.

Each holder of any stock of the Corporation shall be entitled, as a matter of right, to purchase, subscribe for, or otherwise acquire any new or additional shares of stock of the Corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares, or any shares, bonds, notes, debentures or other securities convertible into or carrying options or warrants to purchase, subscribe for, or otherwise acquire any such new or additional shares.

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ARTICLE VIII. INITIAL DIRECTORS.

The number of directors that this corporation shall have initially is one. The number of directors may be altered from time to time as may be provided in the bylaws. The initial director shall be Redmond P. Burke whose address is 3576 Matheson Avenue, Miami FL 33133 who shall serve as the sole director until his successor is elected and shall qualify.

IN WITNESS WHEREOF, the undersigned agent of Cheryl Julien Kaufman, P.A. has hereunto set her hand and seal on December 16, 1996.

Cheryl Julien Kaufman, P.A.

By: [signature]
Cheryl Julien Kaufman, Pres.

ACCEPTANCE OF REGISTERED AGENT

Dana M. Kaufman having a business office identical with the registered agent of the corporation named above and having been designated as the registered agent in the foregoing Articles, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes.

[signature]
Dana M. Kaufman

H96000017663

(5)

ARTICLES OF INCORPORATION OF VIMATECH, INC.

H96000017633

We, the undersigned, hereby subscribe ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be VIMATECH, INC. Business shall be carried on in the State of Florida and in the United States of America and elsewhere, as may be authorized by the Board of Directors.

ARTICLE II - PURPOSE

This Corporation is organized for the following purposes: DESIGN, MANUFACTURING AND SALES OF MEDICAL INDUSTRY PRODUCTS and to transact in any and all lawful business authorized under the Statutes of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the corporation shall have outstanding at any time shall be FIVE HUNDRED shares of One Dollar par value.

ARTICLE IV - BEGINNING CAPITAL

The amount of capital with which the Corporation shall begin business shall be not less than $500.00 Dollars.

ARTICLE V - INITIAL OFFICE

The principal office of this Corporation shall be 1125 Milan Ave. Coral Gables, Fl 33134 or any other location authorized from time to time by its Board of Directors.

ARTICLE VI - DURATION

This Corporation shall have perpetual existence unless sooner terminated under the provisions of the laws of the State of Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) Directors unless otherwise provided by Florida Law. The names and post office address of the First Board of Directors who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

Vicente J. Fuillerat	President/Treasurer	70 West 61st Street Hialeah, Fl 33012
Mariano Fernandez	V-President/Secretary	1125 Milan Avenue Coral Gables, Fl 33134

PREPARED BY: Cesar Brioso
M. B. TAX AND ACCOUNTING SERVICES, INC.
3300 EAST 4th AVENUE, #6
HIALEAH, FL 33013
PHONE: (305) 887-0048

H96000017633

PREPARED BY: Cesar Brioso
H.B. TAX AND ACCOUNTING SERVICES, INC.
3300 EAST 4th AVENUE, #6
HIALEAH, FL 30133
PHONE: (305) 007-0048

ARTICLE VIII - SUBSCRIBERS TO THE CERTIFICATE OF INCORPORATION

The names and subscribers to the Certificates of Incorporation and the number of shares of stock and value thereof which each agreed to take are:

NAME		OFFICE	SHARES	VALUE
Vicente Fuillerat	Pres/Treas.	1125 Milan Avenue Coral Gables, Fl 33134	250	$250.00
Mariano Fernandez	V-Pres./Secr.	1125 Milan Avenue Coral Gables, Fl 33134	250	250.00
			500	$500.00

ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now hereafter prescribed by Statute, and all rights conferred upon holders of stock herein granted subject to this provision.

ARTICLE X - SMALL BUSINESS

This Corporation may be a Small Business Corporation as defined in Section 1244(c) (2) of the Internal Revenue Code.

IN WITNESS WHEREOF, We, the undersigned have made and hereby subscribe to this Certificate of Incorporation and Charter, and do hereby acknowledge this Certificate for the uses and purposes aforesaid, all on this 10th day of December of 1996.

Vicente J. Fuillerat
Vicente S. Fuillerat
President/Treasurer

Mariano Fernandez
Vice-President/Secretary

H96000017633

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me the undersigned authority, a Notary Public, duly authorized to take acknowledgments in the State of Florida, personally appeared, VICENTE J. PUILLERAT and MARIANO FERNANDEZ to me well known and known by me to be the persons who executed the foregoing Articles of Incorporation, and stated, after duly sworn, and depone that they had executed the foregoing for the purposes described and set forth therein.

Witness, my hand and seal in the County and State above named, this 10th day of December, 1996.

Cesar Brioso
NOTARY PUBLIC, STATE OF FLORIDA
My commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
CESAR BRIOSO
COMMISSION NUMBER
CC572408
MY COMMISSION EXPIRES
JULY 25,2000

H96000017633

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CERTIFICATE OF RESIDENT AGENT

In pursuance of Charter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-that VIMATECH, INC. organized under the laws of the State of FLORIDA, with its principal office, as indicated in the Articles of Incorporation at 1125 Milan Avenue, Coral Gables, Fl 33134 has named MARIANO FERNANDEZ located at 1125 Milan Avenue, Coral Gables, State of Florida 33134, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept said Act relative to keeping open said office.

Mariano Fernandez
Registered Agent

H96000017633

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1/09/97 FLORIDA DIVISION OF CORPORATIONS 11:24 AM
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

(((H97000000500 3)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: REDMUND P. BURKE, MD, P.A.
AUDIT NUMBER......H97000000500
DOC TYPE..........BASIC AMENDMENT
CERT. OF STATUS..0 PAGES....... 4
CERT. COPIES......0 DEL.METHOD.. FAX
EST.CHARGE.. $35.00

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97 JAN -9 AM 12:15
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97 JAN 10 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1997

REDMUND P. BURKE, MD, P.A.
3200 SW 60TH COURT STE 102
MIAMI, FL 33155

SUBJECT: REDMUND P. BURKE, MD, P.A.
REF: P96000101885

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

We can only file articles of incorporation once for a corporation. Please remove reference to articles of incorporation being attached to the amendment.

Please specify which article number you are amending, adding, or deleting.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H97000000500
Letter Number: 597A00001250

(3)

H97000000500

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
REDMUND P. BURKE, MD, P.A.

1. The name of the corporation on the original Articles of Incorporation filed on December 18, 1996 (the "Original Articles") with the Secretary of State, Division of Corporations of the State of Florida is Redmund P. Burke, MD, P.A. (the "Corporation").

2. The Original Articles contained a typographical error. All references to Redmund P. Burke should be instead to Redmond P. Burke. Accordingly, the following two changes shall be made:

a. The first sentence of Article I. of the Articles of Incorporation of the Corporation is deleted and replaced with the following:

"The name of the corporation shall be: Redmond P. Burke, MD, P.A."

b. The third sentence of Article VIII entitled "Initial Directors", is deleted and replaced with the following:

"The initial directed shall be Redmond P. Burke whose address is 3576 Matheson Avenue, Miami, FL 33133 who shall serve as the sole director until his successor is elected and shall qualify."

3. This Amendment was recommended by the board of directors to the shareholders on December 20, 1996 and the shareholders adopted this Amendment effective January 1, 1997.

4. This Amendment was approved by the holders of a majority of the Corporation's common stock, the sole class of stock authorized, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed on this 9th day of January, 1997.

REDMOND P. BURKE, MD, P.A.

By: Chl Kaufm attyinfact
Cheryl Julien Kaufman, attorney-in-fact

FILED
97 JAN 10 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by:
Cheryl Julien Kaufman, Esq.
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