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12/19/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
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NAME: UROSPHERE QUALITY MANAGEMENT INC.

AUDIT NUMBER.....H96000017782

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

H96-17782

of UROSPHERE QUALITY MANAGEMENT INC.
a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.

Article 1: Name of the Corporation: UROSPHERE QUALITY MANAGEMENT INC.
Address of the Corporation: 5305 GREENWOOD AVENUE SUITE 206
WEST PALM BEACH, FLORIDA 33407

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100.
PAR VALUE \$1.00 (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be: 3900 HOLLYWOOD BOULEVARD, HOLLYWOOD, FLORIDA 33021
and the name of the initial registered agent at such address is ART JAFFE

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation [Signature] 12/16/96
Signature of Registered Agent Date
ART JAFFE

Article 6: The board of directors are as follows:
The name and address of the Initial Director: (All persons listed after the first are additional directors)
1. HUGO HERNANDEZ 10111 W. FOREST HILL BLVD, #200, WELLINGTON, FL 33414
GEORGE WARNER 5305 GREENWOOD AVE. #206, WEST PALM BEACH, FL 33407
DEBRA FINNEL 13226 157th COURT NORTH, JUPITER, FL 33478
JOSEPH V. DANGELO 5305 GREENWOOD AVE. #206, WEST PALM BEACH, FL 33407

Article 7: The Name and address of the incorporator is:
GEORGE WARNER
5305 GREENWOOD AVENUE SUITE 206
WEST PALM BEACH, FL 33407

In witness whereof I have subscribed my name [Signature]
Signature of Incorporator
GEORGE WARNER

FILED
DEC 19 11:54 AM '98
SECRETARY OF STATE
PALM BEACH, FLORIDA

Prepared by:
ace INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571

H96-17782