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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gains St.
Tallahassee, FL, 32399
(904) 487-6052

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-01/30/97--01115--017
*****78.75 *****78.75

SUBJECT: ZOE MEDICAL SYSTEMS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for the filing fee and certificate.

FROM: Mark F. Rodriguez
5701 S.W. 196 Lane
Ft. Lauderdale, FL, 33332
(954) 434-1416

EFFECTIVE DATE
1-28-97

FILED
97 JAN 30 PM 4:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
ZOE MEDICAL SYSTEMS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

EFFECTIVE DATE
1-28-97

Article I - Name

The name of this corporation is ZOE MEDICAL SYSTEMS, INC.

Article II - Duration

This corporation shall exist into perpetuity unless sooner dissolved by law commencing with the date of the filing of these Articles of Incorporation with the Department of State. Effective Date shall be January 28, 1997.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the United States and of the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 5000 shares of \$1.00 par value common stock, which shall be designated "common stock."

Article V - Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 5701 S.W. 196 Lane, Ft Lauderdale, Florida 33332 and the name of the initial registered agent of this corporation is Mark F. Rodriguez, same address of the initial principal office.

Article VI - Initial Board of Directors

This corporation shall have two 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. The names and addresses of the initial directors of this corporation are:

Mark F. Rodriguez
5701 S.W. 196 Lane
Ft Lauderdale, FL 33332

Christine A. Burge
2351 N.W. 82 Ave
Pembroke Pines, FL 33024

Article VII - Incorporator

The name and address of the person signing these Articles is:


Mark F. Rodriguez
5701 S.W. 196 Lane
Ft Lauderdale, FL 33332

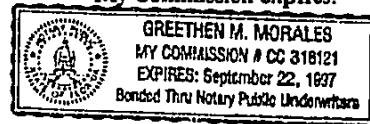
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of January 1997.


Mark F. Rodriguez

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Mark F. Rodriguez, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged under oath before me that he executed those Articles of Incorporation.


Notary Public
My Commission expires:



ACKNOWLEDGEMENT OF REGISTERED AGENT

The undersigned, having been named in Article V of the foregoing Articles of Incorporation as the initial Registered Agent of the Corporation therein, hereby accepts such appointment, agrees to act in such capacity and agrees to comply with the provisions of law relative to keeping said office open.


Mark F. Rodriguez
Registered Agent

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