



THE UNITED STATES
CORPORATION
COMPANY

897000015347

ACCOUNT NO. : 072100000032

REFERENCE : 262200 4544A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : February 17, 1997

ORDER TIME : 9:28 AM

ORDER NO. : 262200-005

CUSTOMER NO: 4544A

CUSTOMER: Richard Grossman, Esq
SMITH AKER GROSSMAN
& HOLLINGER
60 East Penn Street
P.O.Box 150
Norristown, PA 19404

700002090717--9

DOMESTIC FILING

NAME: STENT TECHNOLOGIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Richard W Whittaker

EXAMINER'S INITIALS:

FILED
97 FEB 18 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/18/97
97 FEB 19 AM 10:39
OFFICE OF CORPORATION
TALLAHASSEE, FLORIDA

1013 CENTRE ROAD
WILMINGTON, DE 19805-1297
302-998-6595
302-998-7078 FAX

804 27-9800



November 18, 1996

Richard Grossman, Esq
Smith Aker Grossman
& Hollinger
60 East Penn Street
P. o. box 150
Norristown, PA 19404

Dear Mr. Grossman:

Please refer to the following information regarding
your name reservation:

NAME RESERVATION FILING CONFIRMATION

NAME RESERVED : STENT TECHNOLOGIES INC.

STATE OF RESERVATION : Florida

DATE OF RESERVATION : 11-18-96

LENGTH OF RESERVATION : 120 Days

RESERVATION NUMBER : R96000005454
(if applicable)

Please contact our office if you have any questions.

Very truly yours,

CORPORATION SERVICE COMPANY

MTF/gdc

ARTICLES OF INCORPORATION

OF

STENT TECHNOLOGIES, INC.

FILED
19 FEB 18 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Stent Technologies, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 5773 Miami Lakes Drive, East Miami Lakes, FL 33014

The mailing address, wherever located, of the corporation is same.

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of 1.00 dollar each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these articles of Incorporation.

FIFTH: The name and address of the incorporator is:

NAME
Richard L. Grossman

ADDRESS
60 East Penn Street
P.O. Box 150
Norristown, PA 19404

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

Manufacturing of machined components and related products.

To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition, or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements, and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in, and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings, and other works and any interest or right therein; to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities, as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference of:

(a) inventions, devices, formulae, processes, and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(c) franchises, licenses, grants, and concessions.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.


TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

ELEVENTH: The corporate existence of the corporation shall begin on the date of filing of these Articles.

Signed on

Feb 14

, 1997.


Richard L. Grossman, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By:


[Name], [Title]

Shelly R. Dabney, Authorized Representative

Date:

2/17/97

FILED
97 FEB 18 AM 11:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE