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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004  
CONTACT: JOHNNY C RODRIQUEZ  
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: TRANSCEND MEDICAL, INC.  
AUDIT NUMBER.....H97000005491  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS...1 PAGES..... 4  
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## ARTICLES OF INCORPORATION

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### Article I. Name

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

### Article II. Address

The mailing address of the Corporation is:  
Transcend Medical, Inc.  
222 Clematis Street, Suite 205  
West Palm Beach FL 33401

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Raymond C. Watts  
222 Clematis Street, Suite 205  
West Palm Beach FL 33401

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Raymond C. Watts

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. 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 applicable law.

Mitchell D. Schepps | FL Bar Member 979139  
August, Comiter, Kulunas & Schepps, P.A.  
One Clearlake Centre  
250 Australian Avenue South, Suite 1100  
West Palm Beach FL 33401  
561-835-9600 • Fax 561-835-9602

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**Article V. Capital Stock**

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

**Article VI. Incorporator**

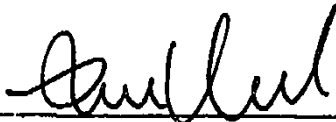
The name and address of the incorporator is:

Mitchell D. Schepps  
August, Comiter, Kulunas & Schepps, P.A.  
One Clearlake Centre  
250 Australian Avenue South, Suite 1100  
West Palm Beach FL 33401

**Article VII. Corporate Existence**

The corporate existence of the Corporation shall begin effective April 1, 1997

The undersigned incorporator executed these Articles of Incorporation on April 3, 1997



MITCHELL D. SCHEPPS  
by L.A. Uriarte as attorney-in-fact

Mitchell D. Schepps | FL Bar Member 979139  
August, Comiter, Kulunas & Schepps, P.A.  
One Clearlake Centre  
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

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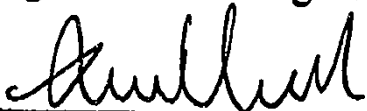
**CORPORATION:**

**Transcend Medical, Inc.**

**REGISTERED AGENT/OFFICE:**

**Raymond C. Watts  
222 Clematis Street, Suite 205  
West Palm Beach FL 33401**

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.



**RAYMOND C. WATTS**

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

Date: 4/3/97

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