

P97 0000 40614

APRIL 29, 1997

SECRETARY OF STATE
CORPORATION DIVISION
STATE OF FLORIDA
TALLAHASSEE, FLORIDA 32304

RE: ANODYNE MEDICAL SYSTEMS, INC.

TO THE SECRETARY OF STATE:

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION TOGETHER
WITH COPY OF SAID ARTICLES FOR ANODYNE MEDICAL SYSTEMS, INC.
AND OUR CHECK IN THE AMOUNT OF \$122.50 TO COVER ALL OF
NECESSARY FILING FEES REQUIRED.

RESPECTFULLY SUBMITTED,

ANODYNE MEDICAL SYSTEMS, INC.

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****122.50 ****122.50

P. CHEN
MAY 7 - 1997

CERTIFICATE OF INCORPORATION

OF

ANODYNE MEDICAL SYSTEMS, INC.

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE:

ANODYNE MEDICAL SYSTEMS, INC.

ARTICLE II

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF CAPITAL STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS FIVE HUNDRED (500) SHARES OF COMMON STOCK, HAVING A PAR VALUE OF ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS SHALL BE THE SUM OF NOT LESS THAN FIVE HUNDRED (\$500.00) DOLLARS.

FILED
97 MAY -5 PM 2:00
TALLAHASSEE FLORIDA

ARTICLE V

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER
DISSOLVED ACCORDING TO LAW.

ARTICLE VI

THE INITIAL STREET OF THE PRINCIPAL OFFICE SHALL BE:

1451 WEST CYPRESS CREEK ROAD, SUITE 300
FT. LAUDERDALE, FLORIDA 33309

ARTICLE VII

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE
AT LEAST ONE (1) AND NO MORE THAN FIFTEEN (15).

ARTICLE VIII

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST
BOARD OF DIRECTORS ARE AS FOLLOWS:

JOHN ROSE
1941 SW 69 AVENUE
PLANTATION, FLORIDA 33317-5028

RICHARD D. JAMES
3031 NE 55TH PLACE
FT. LAUDERDALE, FLORIDA 33308

COLIN D. JACKSON
14931 SW 9TH STREET
SUNRISE, FLORIDA 33326

MARTIN D. SARGENT
2312 SOUTH CYPRESS BEND DRIVE, SUITE 110C
POMPANO BEACH, FLORIDA 33069

ARTICLE IX

THE NAMES AND STREET ADDRESSES OF THE PERSONS SIGNING
THESE ARTICLES OF INCORPORATION AS SUBSCRIBED IS AS FOLLOWS:

JOHN ROSE
1941 SW 69 AVENUE
PLANTATION, FLORIDA 33317-5028

ARTICLE X

THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN
ON THE DATE THE ARTICLES OF INCORPORATION ARE FILED OF
RECORD.

IN WITNESS WHEREOF, THE UNDERSIGNED, JOHN ROSE,
BEING A NATURAL PERSON, COMPETENT TO CONTRACT, HAVE
HEREUNTO SET HIS HAND AND SEALS THIS 30 DAY OF April
1997.

John Rose

STATE OF FLORIDA}

}SS

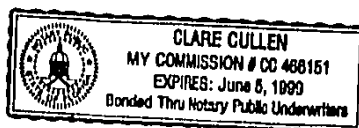
COUNTY OF Dade

BEFORE ME, THE UNDERSIGNED NOTARY PUBLIC OF THE STATE OF
FLORIDA PERSONALLY APPEARED JOHN ROSE
TO ME WELL KNOWN AND KNOWN TO ME TO BE THE INDIVIDUAL
DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE
EXECUTED THE SAME FREELY AND VOLUNTARILY FOR THE PURPOSE
THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 30 DAY OF April
1997.

Clare Cullen
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

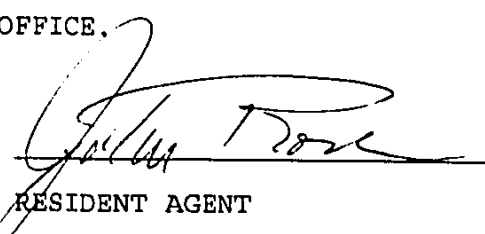
IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:
FIRST: THAT ANODYNE MEDICAL SYSTEMS, INC., DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL OFFICES AS INDICATED IN THE ARTICLES OF
INCORPORATION, IN THE COUNTY OF BROWARD, STATE OF FLORIDA,
HAS NAMED JOHN ROSE, LOCATED AT 1941 SW 69 AVENUE,
PLANTATION, FLORIDA, 33317-5028, AS ITS AGENT TO ACCEPT
SERVICES OF PROCESS WITHIN THIS STATE.

FILED
97 MAY -5 PM 2:00
ALLIANCE STATE, FLORIDA

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND
AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO
KEEPING OPEN SAID OFFICE.

BY:


RESIDENT AGENT