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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-05/23/97--01027--003  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: URINARY INCONTINENCE CONCEPTS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation, and an original and one (1) copy of the Certificate of Designation of Registered Agent/Registered Office, and our check for \$122.50 in payment for a certified copy of the above referenced Articles.

Thank you for your assistance.

FROM: Floyd O. Wilder  
2247 Palm Beach Lakes Blvd., Suite 235  
West Palm Beach, FL 33409  
Office: (407) 478-8601

FILED  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32314  
05/23/97

*Floyd O. Wilder* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Incorporation*  
DATE *6/2/97*  
DOC. EXAM *ga*

*ga 6/27/97*

**ARTICLES OF INCORPORATION**

**OF**

**URINARY INCONTINENCE CONCEPTS, INC.**

FILED  
SECRETARY OF STATE  
97 MAY 22 PM 1:07

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under Chapters 607 of the laws of the State of Florida, a corporation for profit as follows:

**ARTICLE I - Name and Principal Office of Corporation**

The name of this corporation shall be:

**URINARY INCONTINENCE CONCEPTS, INC.**

The principal office of this corporation shall be:

**3079 Mariner Way, Lantana, Florida 33462**

**ARTICLE II - Duration**

This corporation shall be perpetual in existence unless sooner dissolved according to law.

**ARTICLE III - Purpose**

This corporation is organized for the purpose of conducting any and all lawful business which corporations may transact.

**ARTICLE IV - Capital Stock**

The authorized capital stock of the corporation shall be **One Million (1,000,000) shares**, common stock with a One Dollar (\$1.00) per share par value, which shall be fully paid and non-assessable.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

**ARTICLE V - Preemptive Rights**

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - Registered Office and Agent

The street address of the initial registered office of this corporation is **2247 Palm Beach Lakes Blvd., Suite 235, West Palm Beach, Florida 33409** and the name of the initial registered agent of this corporation at that address is **Floyd Oliver Wilder**. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

#### ARTICLE VII - Initial Board of Directors

This corporation shall have **three (3)** directors initially. The number of directors may be either increased or diminished from time to time but the number shall, subject to ARTICLE X below, never be less than one (1). The name(s) and address of the initial director(s) of this corporation is:

**David E. Smith**  
**3079 Mariner Way**  
**Lantana, FL 33462**

**Floyd O. Wilder**  
**2247 Palm Bch Lks Blvd.,**  
**Ste. 235**  
**West Palm Beach, FL 33409**

**Joseph De George**  
**1609 So. Congress Ave.**  
**Boynton Beach, FL 33436**

#### ARTICLE VIII - Incorporator

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

**INES LLANES WILDER**  
**3079 Mariner Way**  
**Lantana, FL 33462**

#### ARTICLE IX - Right of Assignment

The original Incorporator of this corporation shall have the right, upon its organization, to assign and deliver his subscriptions of stock to any person or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who upon acceptance of such assignment shall stand in lieu of the original Incorporator and assume and carry out all rights, liabilities and duties entailed by said subscribers, subject to the law of the State of Florida and the execution of the necessary instruments of assignment.

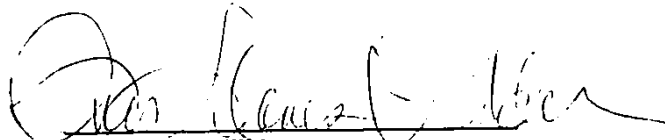
#### ARTICLE X - Management of Corporation By Stockholders

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLES XI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

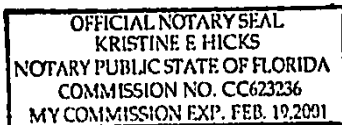
IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this 7th day of May, 1997.

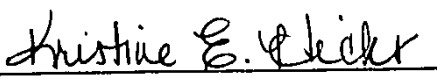
  
Ines Llanes Wilder

STATE OF FLORIDA                     )  
  ) ss.  
COUNTY OF PALM BEACH         )

I hereby certify that on this day personally came and appeared before me, the undersigned authority, **Ines Llanes Wilder**, to me well known and known to me to be the person named in and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed and for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 7th day of May, 1997.



  
Notary Public

My commission expires:

FILED  
SECRETARY OF STATE  
07/11/97

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

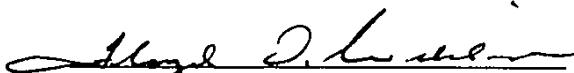
1. The name of the corporation is:

**URINARY INCONTINENCE CONCEPTS, INC.**

2. The name and address of the registered agent and principal office is:

**Floyd Oliver Wilder**  
**2247 Palm Beach Lakes Blvd., Suite 235**  
**West Palm Beach, Florida 33409**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

  
SIGNATURE

5/7/97  
DATE