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((H97000010577 9))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: HERMES MEDICAL DISTRIBUTION INC. AUDIT NUMBER.....H97000010577 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
PAGES..... 3 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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97 JUN 27 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 6/27/97

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97 JUN 27 AM 7:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

HERMES MEDICAL DISTRIBUTION USA INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

19688 DINNER KEY DR.
BOCA RATON. FL. 33498.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1.000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

VICTOR E VELANDIA,
19688 DINNER KEY DR.
BOCA RATON. FL. 33498.

ARTICLE V BOARD OF DIRECTORS

VICTOR VELANDIA
19688 Dinner Key Dr.
Boca Raton FL 33498

MARIA E VALDERRAMA
19688 Dinner Key Drive
Boca Raton FL 33498

A. WAYNE GILL & ASSOCIATES, P.A.
22783 S. STATE ROAD 7, SUITE #53
BOCA RATON, FLORIDA 33428
954-969-9301

A. WAYNE GILL, ESQ.
BAR # 968846

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ARTICLE VI INCORPORATOR(S)

See Instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

VICTOR H VELANDIA. (DIRECTOR-PRESIDENT)
19688 DINNER KEY DR.
BOCA RATON. FL. 33498.

MARIA E VALDERRAMA. (DIRECTOR-VICE PRESIDENT)
19688 DINNER KEY DR.
BOCA RATON. FL. 33498.

ARTICLE VII OFFICERS

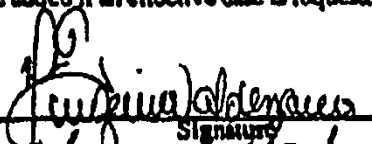
VICTOR VELANDIA - President
19688 Dinner Key Drive - Treas.
Boca Raton FL 33498 - Secretary

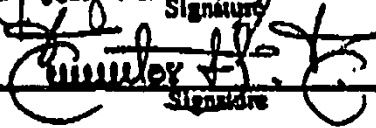
MARIA E VALDERRAMA - VICE PRES.
19688 Dinner Key Drive
Boca Raton FL 33498

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

25 day of JUNE, 19 97.

(An additional article must be added if an effective date is requested.)



Signature


Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0301, 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: HERMES MEDICAL DISTRIBUTION USA INC.

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

VICTOR H VELANDIA.

(NAME)

19688 DINNER KEY DR.

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

BOCA RATON. FL. 33498.

(CITY/STATE/ZIP)

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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.

Victor H. Velandia
(SIGNATURE)

6-25-97

(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314