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FILED

97 SEP -9 AM 11:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
POST OFFICE BOX 17245
CLEARWATER, FLORIDA 33762-0245

September 8, 1997

EFFECTIVE DATE

9-8-97

VIA FEDEX DELIVERY

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32301

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-09/09/97--01058--014
*****70.00 *****70.00

RE: ARTICLES OF INCORPORATION - AGILITY MEDICAL, INC.

Dear Madam or Sir:

Enclosed please find two (2) fully executed originals of the Articles of Incorporation of Agility Medical, Inc.

PLEASE NOTE THAT AN EFFECTIVE DATE OF SEPTEMBER 8, 1997, HAS BEEN REQUESTED.

Please file these Articles of Incorporation of record, and furnish me an approval stamped "Filed" copy of the filed Articles of Incorporation. Also enclosed is this firm's check, in the amount of seventy dollars (\$70.00), for the applicable filing fees.

Thank you for your usual cooperation and assistance.

If you should have any questions, please do not hesitate to give me a call.

Very truly yours,



L. JAMES DICKSON

Enclosures

SEP 11 1997

ARTICLES OF INCORPORATION
OF
AGILITY MEDICAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1
Name

The name of this corporation is:

AGILITY MEDICAL, INC.

EFFECTIVE DATE
9-8-97

Article 2
Effective Date and Duration

This corporation shall exist perpetually commencing as of September 8, 1997.

Article 3
Purposes

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

Article 4
Capital Stock

This corporation shall be authorized to issue ONE HUNDRED THOUSAND (100,000) shares of Common Stock, each having a par value of ONE CENT (\$.01). All the shares of the Common Stock shall have equal rights and privileges and shall be entitled to ratably receive the net assets of the corporation upon dissolution.

Article 5
Registered Office and Registered Agent

The street address of the initial registered office of this corporation shall be 15643 Indian Queen Drive, Odessa, Florida 33556-3012. The name of the initial registered agent of this corporation at that address shall be JOANA. LAYNE.

Article 6
Principal Office and Mailing Address

The principal office, and mailing address, of this corporation shall be:

15643 Indian Queen Drive
Odessa, Florida 33556-3012

Article 7
Initial Board of Directors

The number of directors comprising the full Board of Directors of the corporation shall initially be one (1). The number of directors comprising the full Board of Directors may be increased or decreased, from time to time, by action of the shareholders, but shall never be less than one (1) director. The names and addresses of the initial director comprising the first Board of Directors of this corporation is as follows:

JOAN A. LAYNE
15643 Indian Queen Drive
Odessa, Florida 33556-3012

Article 8
Incorporator

The name and address of the person signing these Articles of Incorporation as the incorporator are:

JOAN A. LAYNE
15643 Indian Queen Drive
Odessa, Florida 33556-3012

Article 9
Bylaws

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend, and repeal the bylaws, and the power to adopt new bylaws, shall be vested in the Board of Directors, subject, however, to repeal or change by action of the shareholders. Unless otherwise provided in a bylaw adopted by action of the shareholders, the Board of Directors shall not have the power or authority to amend or repeal any bylaw adopted by the shareholders.

Article 10
Amendment

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on September 8, 1997.



JOAN A. LAYNE, Incorporator

AGILITY MEDICAL, INC.

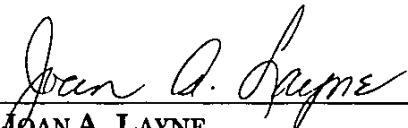
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Registered Agent

Acceptance and Acknowledgment

I hereby accept appointment as registered agent. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 607.0505, FLORIDA STATUTES.

Dated: September 8, 1997



JOAN A. LAYNE
Registered Agent