9/17/97

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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: AQUALINE TECHNOLOGIES, INC.

AUDIT NUMBER..... H97000015379

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

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Articles of Incorporation

of

AquaLine Technologies, Inc.

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SECRETARY STATE
TALLAHASSEE, FLORIDA

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is Aqualine Technologies, Inc.

ARTICLE II -PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business. The primary business of this corporation shall be medical technology applications.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of ONE DOLLAR par value common stock.

ARTICLE IV - PRE-EMPTIVE RIGHTS

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

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and principal office of this corporation is: 689 Lake Howard Drive NW, Unit 223, Winter Haven, Florida 33880. The name of the initial registered agent of this corporation at this address is: Dennis Todaro.

Prepared by:

David L. Rich, Esquire 513 North State Road 7 Margate, FL 33063 Florida Bar No. 329177 954-972-1800

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ARTICLE VI-INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one director. The names and addresses of the initial directors of this corporation are:

Name Address

Dennis Todaro 689 Lake Howard Drive NW

Unit 223

Winter Haven, Florida 33880

Wayne Rose 360 12th Street NW

Apt. 1157

Winter Haven, Florida 33880

ARTICLE VII - INCORPORATOR

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

Dennis Todaro, 689 Lake Howard Drive NW, Unit 223, Winter Haven, Florida 33880.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent provided by law.

ARTICLE IV - AMENDMENT

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

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IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation this 21 day of August, 1997.

DENNIS TOPARO

SWORN TO and SUBSCRIBED before me this 3/5/day of August 1997, by DENNIS

TODARO, who is personally known to me.

NOTARY PUBLIC, State of Florida

Commission No.

My Commission Expires:

Personally Known
Produced Identification

Type of Identification Produced:

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STATE OF FLORIDA DEPARTMENT OF STATE

Certificate Designation Place of Business of Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

A CORPORATION ORGANIZED (or organizing) under the laws of the State of Florida with its principal office located at 689 Lake Howard Drive NW, Unit 223, Winter Haven, Florida 33880, designates <u>DENNIS TODARO</u> as its agent to accept service of process within this State.

OFFICERS AND DIRECTORS:

Name	Title	Specific Address
Dennis Todaro	President/Treasurer	689 Lake Howard Drive NW Unit 223 Winter Haven, Florida 33880
Wayne Rose	Vice-President/Socretary	360 12 th Street NW Apt. 1157 Winter Haven, Florida 33880

DENNISTODARO

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

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