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THE UNITED STATES  
CORPORATION  
COMPANY

97 DEC 26 PM 4:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 649935 7137553

AUTHORIZATION : *Patricia P. Pitt*

COST LIMIT : \$ 122.50

ORDER DATE : December 26, 1997

ORDER TIME : 12:40 PM

ORDER NO. : 649935-025

CUSTOMER NO: 7137553

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CUSTOMER: Nicholas Davis, Esq  
MEDICAL INDUSTRIES OF AMERICA

Suite 400  
1903 South Congress Avenue  
Boynton Beach, FL 33426

DOMESTIC FILING

NAME: MIOA ACQUISITION COMPANY III,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 DEC 26 PM 2:46  
U.S. SECRET OF STATE

P. Hall

DEC 26 1997

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ARTICLES OF INCORPORATION

97 DEC 26 PM 4:02

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MIOA ACQUISITION COMPANY III, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MIOA ACQUISITION COMPANY III, INC.

The address of the principal office of this corporation shall be 1903 South Congress Avenue, Suite 400, Boynton Beach, Florida 33426, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office.. of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Paul Pershes	1903 South Congress Avenue, Suite 400
Dir.	Boynton Beach, Florida 33426

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Paul Pershes Pres.	1903 South Congress Avenue, Suite 400 Boynton Beach, Florida 33426
Authur Kobrin Sec./Treas.	1903 South Congress Avenue, Suite 400 Boynton Beach, Florida 33426

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 26, 1997 .

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

ACG/chs