

TRANSMITTAL LETTER

P98000004935

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

SUBJECT: Videomed Corporation
(Proposed corporate name - must include suffix)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 14 AM 9:40

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Arthur H. Bleich
Name (Printed or typed)

8800 N. Bayshore Dr.
Address

Miami, FL 33138
City, State & Zip

305.754.1993
Daytime Telephone number

200002399902--0
-01/14/98--01069--011
*****78.75 *****78.75

NOTE: Please provide the original and one copy of the articles.

1-15-98
WS

**ARTICLES OF INCORPORATION
OF**

VideoMed Corporation

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Incorporation Act, hereby adopts the following Articles of incorporation.

**ARTICLE I:
Name**

The name of the corporation shall be: VideoMed Corporation

**ARTICLE II:
Principal Place of Business and Mailing Address**

The principal place of business and mailing address of this corporation shall be:
8800 N. Bayshore Dr., Miami, FL 33138.

**ARTICLE III:
Purposes**

The specific purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States or of this State.

**ARTICLE IV:
Directors**

The manner in which the directors are elected or appointed shall be stated in the bylaws of the corporation. The corporation shall have one (1) director initially and there shall always be at least one (1) director. The number of directors may be increased or decreased from time to time by the affirmative vote of the entire Board of Directors.

**ARTICLE V:
Shares**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,500,000 shares of common stock, no par value.

**ARTICLE VI:
Initial Registered Agent and Street Address**

The name and the street address of the initial registered agent is: Arthur H. Bleich, 8800 N. Bayshore Dr., Miami, FL 33138.

**ARTICLE VII:
Voting Rights**

Except as may be otherwise required by law, the Articles of Incorporation or the provision of the resolution or resolutions as may be adapted by the Board of Directors, each holder of Common Stock shall have one vote in respect to each share of Common Stock held by such holder on each matter voted upon by the stockholders.

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**ARTICLE VIII:
Dissolution**

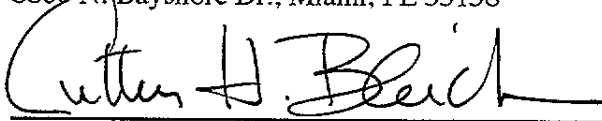
In the event of voluntary or involuntary liquidation, distribution or sales of assets, dissolution or winding up of this corporation, the holders of the Common Stock shall be entitled to receive all the remaining assets of this corporation of whatever kind available for distribution to stockholders, ratably in proportion to the number of shares of Common Stock held by each.

**ARTICLE IX:
Effective Date of Corporate Existence**

The effective date of this incorporation in the State of Florida shall be January 7, 1998.

**ARTICLE X:
Incorporator**

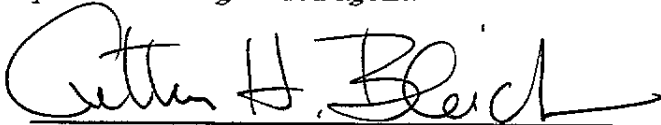
The name and address of the incorporator to these articles of incorporation is: Arthur H. Bleich, 8800 N. Bayshore Dr., Miami, FL 33138



Signature /Incorporator:

14 January 1998
Date

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 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/Registered Agent

14 January 1998
Date

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