

P980000012109

VICAR PRODUCTS, INC.

6967 Country Lakes Circle • Sarasota, FL 34243
Tel (941) 351-6967 • Fax (941) 351-1454

EFFECTIVE DATE
2-2-98

February 3, 1998

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-02/05/98--01088--008
****131.25 ****131.25

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

SUBJECT: ViCar Products, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$131.25.

FROM Edmund G. Vimond

6967 Country Lakes Circle

Sarasota, FL 34243

Tele 941-351-6967

Please note in your records that the initial directors and officers of ViCar Products, Inc. are:

Edmund G. Vimond, Chairman & Chief Executive Officer

John F. Carlson, President & Chief Operating Officer

Cordially,

VICAR PRODUCTS, INC.

FILED
98 FEB -5 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 2/6/98

EFFECTIVE DATE

2-2-98

ARTICLES OF INCORPORATION

OF

ViCAR PRODUCTS, INC.

FILED

98 FEB -5 AM 10: 50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is ViCar Products, Inc. (the "Corporation").

Article II

Duration

The Corporation shall have a perpetual existence.

Article III

Purpose

The Corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business and mailing address of the Corporation shall be:

6967 Country Lakes Circle
Sarasota, Florida 34243

Article V

Capital Stock

Section 1: The Corporation shall have authority to issue twenty five million (25,000,000) Shares of Common Stock, \$.001 par value, which shall be designated "Common Shares" and five million (5,000,000) Shares of Preferred Stock, \$.01 par value, which shall be designated "Preferred Shares".

Section 2: The Preferred Shares shall be designated and issued in such series and upon such terms and conditions as the Board of Directors may from time to time see fit. Such terms and conditions shall include, but not be limited to, the entitlement of the holders of the Preferred Shares to (a) cumulative, non-cumulative or partially cumulative dividends; (b) the preference over any other class or classes of shares as to the payment of dividends;

(c) the preference in the assets of the Corporation over any other class or classes of shares upon the voluntary or involuntary liquidation of the Corporation; (d) the convertibility, if any, into shares of any other class or into shares of any series of the same or any other class; and (e) voting rights, if any.

Article VI
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 6967 Country Lakes Circle, Sarasota, Florida 34243, and the name of the initial registered agent of the Corporation at the address is Edmund G. Vimond.

Article VII
Amendments

Section 1: The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner prescribed by the laws of the State of Florida and all rights conferred upon shareholders are granted subject to this reservation.

Section 2: Only a majority of the Board of Directors of the Corporation shall have the power to adopt, alter, amend or repeal By-Laws of the Corporation.

Article VIII
Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act, as may be amended from time to time, the Corporation shall indemnify its directors and officers, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an director, officer, employee or agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article IX
Powers

The Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

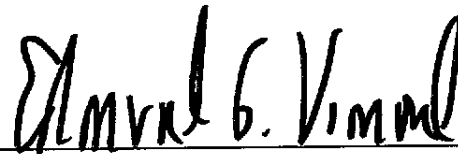
Article X
Incorporators

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

Edmund G. Vimond
6967 Country Lakes Circle
Sarasota, Florida 34243

Article XI
Beginning of Corporate Existence

The date when corporate existence shall begin shall be February 2, 1998.



Edmund G. Vimond
Incorporator

DATED: February 2, 1998

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for ViCar Products, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

By: _____

Edmund G. Vimond

Edmund G. Vimond

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98 FEB -5 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA