

P980000026216

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

ATTORNEYS AT LAW
2200 CORPORATE BOULEVARD, N.W.
SUITE 401
BOCA RATON, FLORIDA 33431

TELEPHONE: (561) 997-9223

TELECOPIER: (561) 997-6224

ROBERT J. HUNT
JOSEPH R. COOK
DAVID A. RIGGS
RYNA E. MEHR **
LAWRENCE J. MILLER

LAINIE J. SIMON
ANDREW M. GROSS
SUSAN E. GREENBERG
LEE A. WEINTRAUB

** BOARD CERTIFIED IN MARITAL AND FAMILY LAW AND
FELLOW AMERICAN ACADEMY OF MATRIMONIAL LAWYERS
CERTIFIED FAMILY LAW MEDIATOR

March 18, 1998

600002462496--1
-03/19/98-01094--014
****122.50 ****122.50

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

Re: Medical Technology Corporation of America

Dear Sir/Madam:

We enclose the original and one copy of the Articles of Incorporation for the above-named corporation with Acceptance of Registered Agent and our \$122.50 check in payment of the following fees:

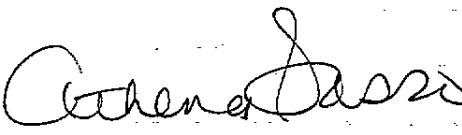
Filing of Articles of Incorporation	\$35.00
Registered Agent Designation	\$35.00
Certified copy of Articles of Incorporation	\$52.50

EFFECTIVE DATE
3-18-98

Please certify the enclosed copy of the Articles of Incorporation and return them, together with the filing receipt to our offices at the address indicated above.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By: 
Athena G. Sasso
Litigation Paralegal

Enclosure

F:\WPDATA\URC\MED-TECH\SOS.1

FILED
98 MAR 19 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
3-20-98

FILED

ARTICLES OF INCORPORATION

98 MAR 19 AM 10:52

FOR

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

MEDICAL TECHNOLOGY CORPORATION OF AMERICA

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for **MEDICAL TECHNOLOGY CORPORATION OF AMERICA**.

1. The name of the corporation is **MEDICAL TECHNOLOGY CORPORATION OF AMERICA**.

2. The principal office of the corporation is:

2200 Corporate Boulevard, N.W., Suite 312, Boca Raton, FL 33431

EFFECTIVE DATE
3-18-98

3. The corporation shall have authority to issue 7,500 shares of stock, all of one class, with a par value of \$0.10 per share.

4. The corporation's initial registered office is: 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at this office is HCRM Corp.

5. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or of the State of Florida.

6. The number of directors constituting the initial board of directors is one (1) and his

name and address are:

Name

Address

Carlo Jasbon

2200 Corporate Blvd., N.W.
Suite 401
Boca Raton, FL 33431

7. The name and address of the incorporator is:

Name

Address

HCRM Corp.

2200 Corporate Boulevard, N.W.
Suite 401
Boca Raton, Florida 33431

8. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Statutes shall be March 18, 1998, provided such date is within five (5) business days prior to the date of filing.

Executed and subscribed at Boca Raton, Florida on March 18TH, 1998.

HCRM Corp., as Incorporator

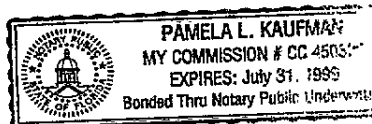
By: Joseph R. Cook
Joseph R. Cook, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of MEDICAL TECHNOLOGY CORPORATION OF AMERICA were acknowledged before me by Joseph R. Cook, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 18TH day of March, 1998, on behalf of HCRM Corp.

Pamela L. Kaufman
Notary Public
Printed Name: Pamela L. Kaufman

My Commission expires 7/31/99



ACCEPTANCE OF REGISTERED AGENT

HCRM CORP. hereby accepts the above appointment as registered agent of **MEDICAL TECHNOLOGY CORPORATION OF AMERICA** and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

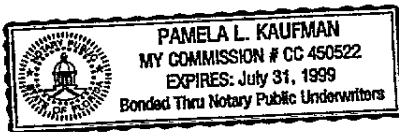
By: _____

Joseph R. Cook, Vice President

FILED
98 MAR 19 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by Joseph R. Cook, as Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 18th day of March, 1998, on behalf of the corporation.



Pamela L. Kaufman
Notary Public

My commission expires: 7/31/99

Printed Name: PAMELA L. KAUFMAN