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April 3, 1998

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The Honorable Sandra Mortham
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: **Resurgence Medical Inc.**

Dear Ms. Mortham,

Please find enclosed the Articles of Incorporation and one copy for the above referenced corporation together with a check in the amount of \$122.00 for the following expenses of incorporation:

\$35.00 - Filing Fee
\$52.00 - Certified Copy of Articles
\$35.00 - Registered Agent Designation

Please file the charter and return it to me together with a certified copy of the Articles of Incorporation.

Very truly yours,


Raymond E. Makowski, Esq.

FILED
98 APR -6 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REM/jfs

Enclosures

B. BROCK APR 8 1998

**ARTICLES OF INCORPORATION
OF
RESURGENCE MEDICAL INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is **Resurgence Medical Inc.**

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purpose

The purpose of this corporation is to engage in marketing and distribution of medical and medical-related products and in the transaction of any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 7500 shares of common stock, each having the par value of \$1.00.

ARTICLE V
Principal Office and Address

The initial principal office and registered office of this corporation and mailing address is 1710 North Third Street, Jacksonville Beach, Florida 32250. The name of the initial registered agent at such address is **Rick Mobley**.

ARTICLE VI
Director

The corporation shall have one director initially, whose name and street address are as follows: **Rick Mobley** 1710 North Third Street, Jacksonville Beach, Florida 32250.

ARTICLE VII
Subscriber

The names and addresses of the incorporator of this corporation are as follows:
Rick Mobley 1710 North Third Street, Jacksonville Beach, Florida 32250.

ARTICLE VIII
Officers

This corporation shall have the following officers: a President, a Vice-President, a Secretary and a Treasurer, and such other officers as may be appointed by the Board of Directors or established by the By-Laws from time to time.

ARTICLE IX
Miscellaneous

A. This corporation shall have the following powers: All powers as are now and as are hereafter conferred upon it by law. This corporation shall continue to have all powers which the law now confers upon it, even though the law conferring such power or powers is later amended or repealed. This provision shall be construed to give this corporation the broadest and most comprehensive powers permitted by law.

B. This corporation shall establish plans such as, but not limited to, pension and/or profit sharing, wage continuation, group terms, medical care and accident and health.

C. Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director or officer in this corporation.

D. Any subscriber or stockholder present at any meeting either in person or by proxy, and any director present in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting of any defect or insufficiency of notice.

E. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and condition upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any capacity and receive compensation therefore in any form.

F. Unless otherwise provided in the By-Laws, stockholders shall have a preemptive right to purchase their pro rata share of new stock.

G. Unless otherwise provided in the By-Laws cumulative voting shall not be permitted.

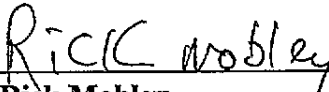
H. No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or officer of this corporation is interested in or is a director or officer of such other corporation.

I. Any director of this corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless the directors and stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be amended in any other manner permitted by law.

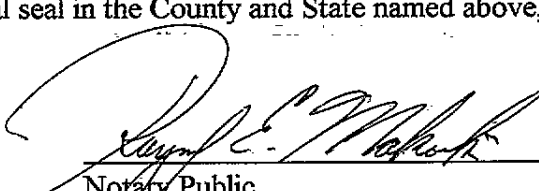
IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated, this 3rd day of April, 1998.


Rick Mobley

STATE OF FLORIDA }
 }ss.
COUNTY OF DUVAL }

BEFORE ME, the undersigned authority, this day personally appeared before me Rick Mobley, who produced _____ as identification or is to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 3rd day of April, 1998.


Notary Public
State of Florida at large
My Commission expires:

RAYMOND E. MAKOWSKI
Notary Public - State of Florida
My Commission Expires Jan 14, 2001
Commission # CC613527

FILED
98 APR -6 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION

STATE OF FLORIDA }
 } ss.
COUNTY OF DUVAL }

Rick Mobley, having been duly sworn according to law, deposes and says the following:

I HEREBY acknowledge and agree to be the initial registered agent of **Resurgence Medical Inc.**, 1710 North Third Street, Jacksonville Beach, Florida 32250.

Rick Mobley
Rick Mobley

STATE OF FLORIDA)
)ss
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me by **Rick Mobley**, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath and who executed the foregoing instrument, and acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 3rd day of April, 1998, at Jacksonville Beach, County and State aforesaid.

Raymond E. Makowski
NOTARY PUBLIC
State of Florida, At Large

My commission expires:

