



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 804932 80360A

AUTHORIZATION *Patricia T. Pitt*

COST LIMIT : \$ 122.50

ORDER DATE : May 4, 1998

ORDER TIME : 9:58 AM

ORDER NO. : 804932-005

CUSTOMER NO: 80360A

CUSTOMER: J. Michael Lindell, Esq  
HAYES & LINDELL PA

000002508930--1

Suite 620 Blackstone Building  
233 East Bay Street  
Jacksonville, FL 32202

DOMESTIC FILING

NAME: ORISON MEDICAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -4 PM 12:02

RECEIVED  
98 MAY -4 AM 10:40  
DIVISION OF CORPORATIONS

EFFECTIVE DATE

5/1/98

ARTICLES OF INCORPORATION

OF

ORISON MEDICAL, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -4 PM 12:02

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is Orison Medical, Inc. The corporation's initial principal office and mailing address are located at 4263 Windergate Drive, Jacksonville, Florida 32257.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue One Thousand Nine Hundred (1,900) shares of Class A common stock having a par value of One and No/100 Dollars (\$1.00) per share and Eight Thousand One Hundred (8,100) shares of Class B

common stock having a par value of One and No/100 Dollars (\$1.00) per share. Each of said shares of Class A common stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The holders of the Class B common stock shall have no voting rights. Each share of Class A common stock and of Class B common stock shall participate equally with every other share of such stock in all dividends paid by the corporation and in the assets of the corporation upon its liquidation or dissolution. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

#### ARTICLE IV

##### TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on May 1, 1998.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 233 East Bay Street, Suite 620, Jacksonville, Florida 32202, and the name of the initial

registered agent of this corporation is J. Michael Lindell. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jay A. Fowler	4263 Windergate Drive Jacksonville FL 32257
M. Kent Burklow	3001 Towneside Lane Woodstock GA 30189

## ARTICLE VII

### INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
J. Michael Lindell	233 East Bay Street, Suite 620 Jacksonville FL 32202

## ARTICLE VIII

### AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

## ARTICLE IX

### PRE-EMPTIVE RIGHTS

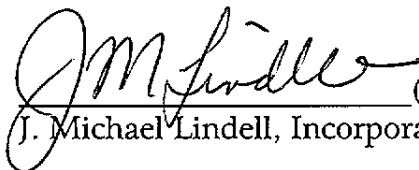
Each Shareholder of the common stock of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 28 day of April, 1998.

 (SEAL)  
J. Michael Lindell, Incorporator

STATE OF FLORIDA }  
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this the 28 day of April, 1998, by J. Michael Lindell who is personally known to me or who has produced his drivers license or other type of identification \_\_\_\_\_ and who did take an oath.

Margaret E. Gibson  
Notary Public

My Commission Expires: \_\_\_\_\_

MARGARET C. GIBSON  
(Typed, Stamped or Printed)



Margaret C. Gibson  
MY COMMISSION # CC616888 EXPIRES  
January 28, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

\_\_\_\_\_  
Serial Number (if any)

Orison\Articles

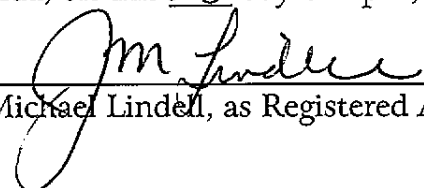
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND  
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -4 PM 12:02

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, Orison Medical, Inc., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in its articles of incorporation, being located at 4263 Windergate Drive, Jacksonville, Florida 32257, has designated J. Michael Lindell, as its initial registered agent to accept service of process within this state, and has designated as its initial registered office the following address: 233 East Bay Street, Suite 620, Jacksonville, Florida 32202.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Orison Medical, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 233 East Bay Street, Suite 620, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 28 day of April, 1998.

  
J. Michael Lindell, as Registered Agent