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LAW OFFICES
SULLIVAN, BAILEY AND BAILEY
A PROFESSIONAL ASSOCIATION

BART E. SULLIVAN (1910-1985)
PATRICK L. BAILEY
TIMOTHY L. BAILEY

SUITE 300 - BARNETT BANK BUILDING
2335 EAST ATLANTIC BOULEVARD
POMPANO BEACH, FLORIDA 33062
TELEPHONE (954) 941-4920
TELEFAX (954) 941-4927

June 19, 1998

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

Re: CALMAN BIOTECH, INC.

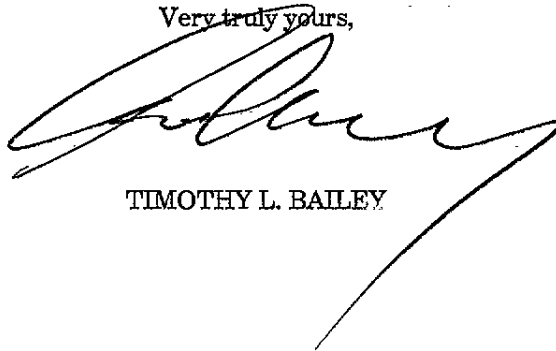
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***122.50 ***122.50

Gentlemen:

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation along with my check in the amount of \$122.50 for the filing fees. Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Should you have any questions, please do not hesitate to give me a call.

Very truly yours,



TIMOTHY L. BAILEY

TLB/jsh
Enclosures

APPROVED
AND
FILED
98 JUN 22 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FB. BROCK JUN 24 1998

APPROVED
AND
FILED
98 JUN 22 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CALMAN BIOTECH INCORPORATED

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:

Calman Biotech Incorporated

ARTICLE II - NATURE OF BUSINESS

The general nature of the business is:

The business of manufacturing medical devices, together with all other necessary purposes related thereto, and further, to conduct any other business authorized by the Board of Directors and the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

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

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - CORPORATE ADDRESS and REGISTERED AGENT

The initial post office address of the principal office of this corporation in the State of Florida is:

**1437 N.E. 57th Place
Fort Lauderdale, FL 33334**

The Board of Directors may from time to time move the principal office to any other address in Florida.

The initial Resident Agent of this corporation is:

MICHAEL CALHOUN

ARTICLE VI - DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than two.

ARTICLE VII - INITIAL DIRECTORS

The name and post office address of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL CALHOUN	1437 N.E. 57 TH PLACE Fort Lauderdale, FL 33334
M. IKE JUMAN	1437 N.E. 57 TH PLACE Fort Lauderdale, FL 33334

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation and the number of shares of stock each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
MICHAEL CALHOUN	1437 N.E. 57 TH Place Fort Lauderdale, FL 33334	200,000 shares
M. IKE JUMAN	1437 N.E. 57 TH Place Fort Lauderdale, FL 33334	200,000 shares

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 stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation for said corporation.

WITNESSES:

Beta Harris

Paul J. Linder

Michael Calhoun

MICHAEL CALHOUN

M. Ike Juman

M. IKE JUMAN

STATE OF FLORIDA)

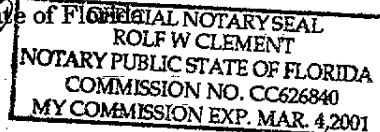
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MICHAEL CALHOUN and M. IKE JUMAN to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal, this 12th day of June 1998.

My Commission Expires: March 4th, 2001

NOTARY PUBLIC State of Florida



SWORN BEFORE ME

THIS 12th OF June OF 1998

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said
Act:

First...That CALMAN BIOTECH INCORPORATED desiring to organize under the laws of the State
of Florida within its principal office, as indicated in the Articles of Incorporation, at the City of Fort
Lauderdale, County of Broward, State of Florida, names MICHAEL CALHOUN 1437 N.E. 57th Place, Fort
Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision
of said Act relative to keeping open said office.



MICHAEL CALHOUN
Registered Agent

APPROVED
AND
FILED
98 JUN 22 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA