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June 29, 1998

James M. Talley
Internet Address: JTALLEY@FRWWD.COM

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

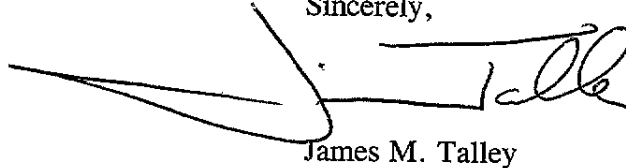
RE: Wound Care America, Inc.

Dear Sir:

Enclosed please find the original and a copy of Articles of Incorporation for Wound Care America, Inc. for filing with the Secretary of State. Also enclosed is a check in the amount of \$78.75 representing the filing fee and Certificate in this regard.

It would be appreciated if you would return the Certificate to our office immediately after the filing of the Articles of Incorporation. Thank you for your assistance in this regard.

Sincerely,



James M. Talley

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials and date: 7-2-98

ARTICLES OF INCORPORATION
OF

WOUND CARE AMERICA, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be: Wound Care America, Inc.

ARTICLE II

Principal Office

The Principal place of business and mailing address of this corporation shall be:

Suite 1500, First Union Building
20 North Orange Avenue
Orlando, Florida 32801

ARTICLE III

Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock; no par value.

ARTICLE IV

Initial Registered Agent and Address

The name and Florida street address of the initial registered agent are:

James M. Talley
Suite 1500, First Union Building
20 North Orange Avenue
Orlando, Florida 32801


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ARTICLE V

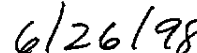
Incorporator

The name and address of the incorporator to these Articles of Incorporation are:

Thomas William Baker
600 Peachtree Street, N.E.
Suite 5200
Atlanta, Georgia 30308-2216



Signature/Incorporator



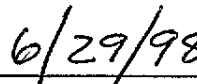
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent



Date