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ACCOUNT NO. : 072100000032
REFERENCE : 934399 4301893
AUTHORIZATION : *Patricia Pizzuto*
COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 20 PM 3:22

ORDER DATE : August 20, 1998

ORDER TIME : 12:05 PM

ORDER NO. : 934399-005

CUSTOMER NO: 4301893

800002621318--3

CUSTOMER: Susan Fields, Legal Asst
THELEN REID & PRIEST LLP

40 West 57th Street

New York, NY 10019

DOMESTIC FILING

NAME: ENDOQUEST TECHNOLOGIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

BP
8/20/98

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ARTICLES OF INCORPORATION
OF
EndoQuest Technologies, Inc.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is EndoQuest Technologies, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 6703 Pemberton Oaks Court, Sessmer, FL 33584.

The mailing address, wherever located, of the corporation is 6703 Pemberton Oaks Court, Sessmer, FL 33584.

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

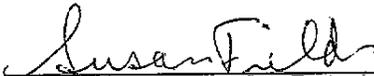
FIFTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Susan Fields	Thelen Reid & Priest LLP 40 West 57th Street New York, NY 10019-4097

SIXTH: The duration of the corporation shall be perpetual.

SEVENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on August 19, 1998



Susan Fields, Incorporator

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Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Karen B. Rozar, Asst. Sec.
Corporation Service Company

Date: