



THE UNITED STATES
CORPORATION
COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 15 AM 10:03

ACCOUNT NO. : 072100000032

REFERENCE : 961767 90591A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 15, 1998

ORDER TIME : 1:44 PM

ORDER NO. : 961767-005

CUSTOMER NO: 90591A

CUSTOMER: Roma Molinaro, Legal Asst
MICHAEL KAHN, P.A.

000002640140--6
-09/15/98--01062--025
*****70.00 *****70.00

482 N. Harbor City Boulevard
Melbourne, FL 32935

DOMESTIC FILING

NAME: BIOTRONICS SCIENTIFIC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

RECEIVED
98 SEP 15 PM 2:43
DIVISION OF CORPORATION

9/16/98

**ARTICLES OF INCORPORATION
OF**

Biotronics Scientific, Inc.

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I, THE UNDERSIGNED, do hereby execute these Articles of Incorporation for the purposes of forming and becoming a corporation for profit under the Florida General Corporation Act, and do hereby certify that I have become such a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is BIOTRONICS SCIENTIFIC, Inc.

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

The general purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes (1989).

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of capital stock with a par value of one dollar (\$1.00) per share. These shall be designed "Common Shares". The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of at least one (1) member.

The name and address of the first Board of Directors is:

Daniel Clark, M.D.
Northgate Professional Plaza
1803 N. Wickham Road, Suite 7
Melbourne, FL 32935

Carol Clark
Northgate Professional Plaza
1803 N. Wickham Road, Suite 7
Melbourne, FL 32935

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

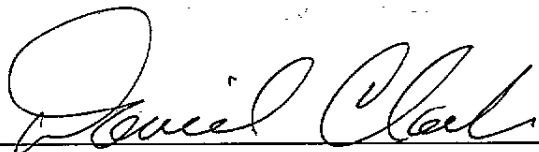
The street address of the initial registered agent of this corporation is 482 North Harbor City Blvd., Melbourne, Florida 32935 and the name of the initial registered agent of this corporation is Michael H. Kahn, Esquire.

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator, who is signing these Articles is:

Daniel Clark, M.D.
Northgate Professional Plaza
1803 N. Wickham Road, Suite 7
Melbourne, FL 32935

IN WITNESS WHEREOF, the undersigned incorporator has made, subscribed and acknowledged these Articles of Incorporation on this 25th day of August, 1998.


DANIEL CLARK

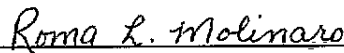
STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE ME, the undersigned authority, this day personally appeared, DANIEL CLARK, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged, before me, that he executed the same and subscribed to the same for the purpose therein expressed.

WITNESS my hand and official seal at Brevard County, Florida, this 25th day of August, 1998.

(Notarial Seal)


Notary Public, State of Florida



**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

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

FIRST, that BIOTRONICS SCIENTIFIC, INC., a Florida Corporation qualified to do
business under the laws of this State, with its principal office at Northgate Professional
Plaza, 1803 N. Wickham Road, Suite 7, Melbourne, FL 32935, has appointed Michael H.
Kahn, Esquire, MICHAEL KAHN, P.A., 482 N. Harbor City Blvd., Melbourne, Florida
32935, as its agent to accept service of process within the State.

Having been named to accept service of process for the above stated Corporation,
at the place designated in this certificate, I hereby comply with the provisions of said Act
relative to keeping open said office.

Michael H. Kahn

Michael H. Kahn
Registered Agent

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