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August 14, 1998

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32314

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Re: ADVANCED MEDICAL LASERS, INC.

Dear Sir or Madam:

I am enclosing herewith an original and one (1) copy of the Articles of Incorporation for the above-named corporation. In addition, our firm check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fees	\$35.00
Registered Agent	
Designation	35.00
Certified Copy	52.50
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy of the same to me.

Your prompt attention to this matter will be appreciated.

Very truly yours,

Eric C. Barkett
Eric C. Barkett

ECB:jmp

Enclosures

cc: Mr. Herbert J. Deigl
Mr. William P. Duncombe

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION OF
ADVANCED MEDICAL LASERS, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is:

ADVANCED MEDICAL LASERS, INC.

ARTICLE II

The existence of the corporation shall begin on the date these Articles of Incorporation are filed.

ARTICLE III

The street address of the principal office of the Corporation is:

2501 - 27th Avenue, Suite F-6
Vero Beach, Florida 32960

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is:

2501 - 27th Avenue, Suite F-6
Vero Beach, Florida 32960

The initial registered agent for the Corporation at that address is:

Herbert J. Deigl

ARTICLE VI

The initial board of directors shall consist of two (2) members. The names and address of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Herbert J. Deigl	2501 - 27 th Avenue, Suite F-6 Vero Beach, Florida 32960
William P. Duncombe	2501 - 27 th Avenue, Suite F-6 Vero Beach, Florida 32968

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:


<u>Name</u>	<u>Address</u>
Herbert J. Diegl	2501 - 27 th Avenue, Suite F-6 Vero Beach, Florida 32960
William P. Duncombe	2501 - 27 th Avenue, Suite F-6 Vero Beach, Florida 32960

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of

Incorporation this 13th day of AUGUST, 1998.



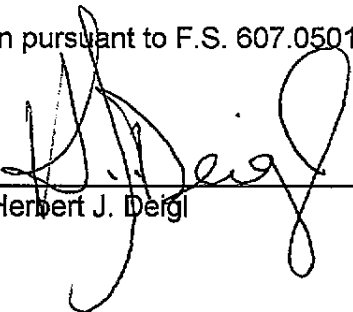
Herbert J. Deigl



William P. Duncombe

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ADVANCED MEDICAL LASERS, INC.. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Herbert J. Deigl

Date:

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