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FLORIDA PROFIT CORPORATION OR P.A.

2
Y&K MEDICAL, INC.
MEDICAL

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ARTICLES OF INCORPORATION
OF
Y2K MEDICAL, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Y2K MEDICAL, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles with the Department of State for the State of Florida.

ARTICLE IV

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida General Corporation Act of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is Twenty million (20,000,000,000) shares of capital stock, \$.001 par value per share, which capital stock is designated as Common Stock.

Prepared by:
Mark J. Brya
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ARTICLE VI

The number of directors constituting the Board of Directors of the corporation is a minimum of one (1). The number of directors may be increased or diminished from time to time pursuant to the by-laws of the corporation, but shall never be less than one (1). The names of the initial directors of this corporation are:

Murray Ginsberg
Audrey Max
Eugene Ladin
Henry Max
Henry Lione

ARTICLE VII

The name and address of the initial incorporator and registered agent and the initial registered office are:

Mark J. Bryn, Esq.
2 South Biscayne Boulevard, Suite 3599
Miami, FL 33131

ARTICLE VIII

The by-laws of the corporation may be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any by-laws adopted by the shareholders if the shareholders specifically provide that such by-laws are not subject to amendment or repeal by the directors.

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ARTICLE IX

Section 1. Indemnification

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, demand, action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise. Such indemnification shall be against expenses including, without limitation, attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, demand, action, suit, or proceeding including any appeal of such action, suit or proceeding, if he or she acted in good faith or in a manner he or she reasonably believed to be in the best interests of the corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made with respect to any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that

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despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification under this article shall be made only on a determination by a majority of disinterested directors or upon the approval of a majority of shareholders, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any claim, demand, action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification may be paid by the corporation in advance of the final disposition of any claim, demand, action, suit, or proceeding, on a preliminary determination that the director or officer met the applicable standard of conduct and on a receipt of an undertaking by or on behalf of the director or officer to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the corporation as authorized in this article.

Section 2. Directors and Officers Insurance

The corporation shall have power to purchase and maintain insurance on behalf of any person who was or is a director or officer of the corporation, or who is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred

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by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have authority to indemnify him or her against such liability under the provision of these articles, or under the law.

ARTICLE X

The principal place of business and mailing address of this corporation is:

6781 W. Sunrise Boulevard
Plantation, FL 33313

EXECUTED at Miami, Florida, this 6th day of October, 1998.


Mark J. Bryn, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

K2Y MEDICAL, INC. desiring to organize under the laws of the State of Florida, hereby designates Mark J. Bryn as its registered agent and 2 South Biscayne Blvd., Suite 3599, Miami, Florida 3313, as its registered office.

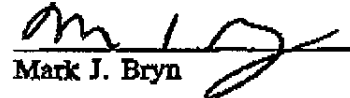
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ACCEPTANCE

Having been named as Registered Agent for the above-named corporation, I hereby agree to act in such capacity for such corporation at its registered office.


Mark J. Bryn

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