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October 6, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


Re: **TELA-SUGURO, Inc.**

500002659235--7
-10/08/98--01063--011
*****120.00 *****79.75
500002659235--7
-10/08/98--01063--012
*****2.50 *****2.50

To Whom It May Concern:

Enclosed are the Articles of Incorporation of **TELA-SUGURO, Inc.**, together with a check in the amount of \$122.50, made payable to the Secretary of State for the filing fee.

Sincerely,


Steven T. Samiljan

STS/ajs
Enclosure

Dmc
10/9/98

FILED
98 OCT -8 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(4)

ARTICLES OF INCORPORATION OF
TELA-SEGURO, INC.

FILED
98 OCT -8 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is **TELA-SUGURO, INC.**

ARTICLE II - COMMENCEMENT AND DURATION

This corporation is to commence its corporate existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of conducting any and all lawful business pursuits.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of stock at One Dollar (\$1.00) par value.

ARTICLE V - AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have not less than one (1) Director, and not more than three (3) Directors in accordance with By-Laws. The name and address of the initial director of this corporation is:
Robert A. Sayre, 2162 Henley Place, Wellington, Florida 33414.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: **2162 Henley Place, Wellington, Florida 33414.**

ARTICLE VIII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address is **2162 Henley Place, Wellington, Florida 33414.**

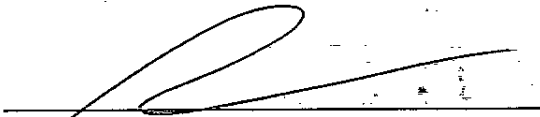
ARTICLE IX - INCORPORATOR

The name of the person(s) signing these Articles of Incorporation is: **Robert A. Sayre.**

ARTICLE X - INDEMNIFICATION

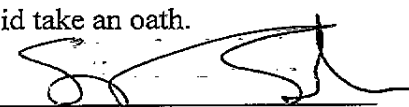
The corporation shall indemnify any person as recited in Florida Statute 607.014 to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 6th day of October, 1998.

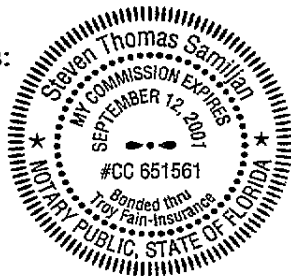

Robert A. Sayre

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6th day of October, 1998, by **Robert A. Sayre.** He is personally known to me and did take an oath.


Notary Public/State of Florida

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTE, THE FOLLOWING IS SUBMITTED:

That **TELA-Suguro, Inc.**, desiring to organize under the laws of the State of Florida, has named **Robert A. Sayre, 2162 Henley Place, Wellington, Florida 33414**, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

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

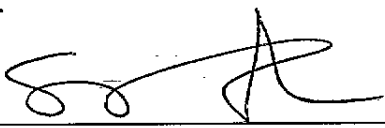

Robert A. Sayre

DATE: October 6, 1998

STATE OF FLORIDA
COUNTY OF PALM BEACH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Notary Public/State of Florida

My Commission Expires

