

P98000101165

LAW OFFICES OF
CHARLES J. PRESCOTT, P.A.
A PROFESSIONAL ASSOCIATION
OF
ATTORNEYS AND COUNSELORS AT LAW

SUITE 115
2033 WOOD STREET
SARASOTA, FLORIDA 34237
(941) 957-4208
FAX (941) 957-4210

PATENTS
TRADEMARKS
COPYRIGHTS
AND RELATED
MATTERS

November 24, 1998

500002697115--5
-11/30/98--01029--012
****122.50 *****78.75

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32301

Re: Articles of Incorporation
THE DOCTOR NEWLAND CORPORATION

Dear Sir:

The original and one (1) copy of the Articles of Incorporation for the referenced corporation are enclosed. Also enclosed herewith is an Acceptance of Appointment and our check in the amount of \$122.50. Please file the original in accordance with Chapter 607 of the Florida Statutes, and return a copy to my office.

If, for any reason, you are unable to accept these Articles of Incorporation for filing, please telephone my office "collect" and inform me as to your reason(s) for non-acceptance.

Thank you for your cooperation in this matter.

Sincerely,


Charles J. Prescott

CJP:mm
Enclosures
cc: Dr. Douglas A. Newland

FILED
98 NOV 30 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
12-7-98
5

ARTICLES OF INCORPORATION
OF
THE DOCTOR NEWLAND CORPORATION

ARTICLE I - NAME

The name of this corporation is The Doctor Newland Corporation and the mailing address of the corporation is 2780 Cleveland Avenue, Suite 805, Fort Myers, FL 33901-5857.

ARTICLE II - CORPORATE EXISTENCE

This corporation shall commence its existence upon the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - PURPOSES

This corporation is organized for the sole purpose of engaging in the business of marketing medical devices and to transact any and all other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock in a single class and series.

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - RESTRICTIONS ON ISSUANCE AND TRANSFER OF STOCK

Any and all shares of stock of this corporation, whether held by its initial shareholder(s) or any subsequent shareholder(s), may not be sold or otherwise transferred during the life of its shareholder(s) to any other person(s) except the spouse(s) of its shareholder(s) unless first offered

FILED
99 NOV 30 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

to this corporation for purchase on the same terms and conditions as offered to the other prospective purchaser(s). Any and all such offers shall be fully set forth in writing and this corporation shall have thirty (30) days from receipt thereof to accept any and all such offers. If this corporation does not accept any such offer within thirty (30) days, the offering for sale with the other prospective purchaser(s) upon the terms no more favorable than those offered to this corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2780 Cleveland Avenue, Suite 805, Fort Myers, Florida 33901-5857; the name of the initial registered agent of this corporation at that address is Sandra Brockett.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial director of the corporation is:

*Douglas A. Newland, M.D.
2780 Cleveland Avenue, Suite 805
Fort Myers, Florida 33901-5857*

ARTICLE IX - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote in the election shall have the right to cumulate his or her votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his or her shares, or by distributing the votes on the same principle among any number of candidates.

ARTICLE X - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

*Douglas A. Newland, M.D.
2780 Cleveland Avenue, Suite 805
Fort Myers, Florida 33901-5857*

ARTICLE XI - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporations Act.


ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify its officers and directors and its former officers and directors to the full extent permitted by law.

ARTICLE XIII - AMENDMENT

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


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 17 day of November, 1998.


Douglas A. Newland

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority, this day personally appeared Douglas A. Newland, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have affixed my signature and official seal in the state and county above cited this 17 day of November, 1998.


Notary Public
My commission expires:



Sandra Elaine Brockett
My Commission CC735834
Expires April 21, 2002

ACCEPTANCE OF APPOINTMENT

Having been designated as the Registered Agent for The Doctor Newland Corporation, I hereby accept the appointment as Registered Agent and agree to comply with all requirements of the Florida Statutes relating to my responsibilities as Registered Agent and operation of the above-named registered office.

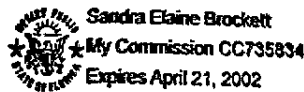
Sandra E Brockett
Sandra Brockett

STATE OF FLORIDA
COUNTY OF Lee

BEFORE ME, the undersigned authority, this day personally appeared Sandra Brockett, personally known to me and known by me to be the person who executed the foregoing Acceptance of Appointment.

IN WITNESS WHEREOF, I have affixed my signature and official seal in the State and County above cited this 17 day of Nov, 1998.

Sandra E Brockett
Notary Public
My commission expires:



FILED
98 NOV 30 AM 7:49
CLERK OF STATE
TALLAHASSEE, FLORIDA