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January 14, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-01/15/99--01072--012
*****70.00 *****70.00

RE: Palm Medical USA, Inc.

Dear Sir or Madam:

Enclosed please find original Articles of Incorporation and a copy for the above-referenced corporation. Please file same in your usual manner. I have enclosed a check in the amount of \$70.00 for filing fees and registered agent designation.

Sincerely yours,


Steven M. Chamberlain

Enclosures

Smc
1-21-99

EFFECTIVE DATE
1-8-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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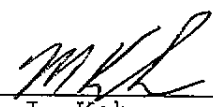
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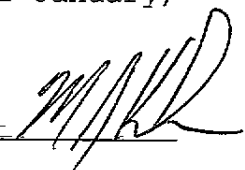
ARTICLES OF INCORPORATION OF
Palm Medical USA, INC.

EFFECTIVE DATE
1-8-99

1. Name. The name of the corporation is: Palm Medical USA, INC.
2. Purpose. The corporation may engage in any legal business.
3. Stock. The maximum number and class of shares of capital stock this corporation is authorized to have outstanding is 10,000 shares of common capital stock with no par value. The corporation shall have a lien on its shares of stock for any debt or liability incurred to it by a stockholder before being notified of the transfer or levy on such shares.
4. Existence. The corporation shall have perpetual existence. The corporation shall commence existence on the 8th day of January, 1999.
5. Registered Agent. The initial street address in the State of Florida of the initial registered office of the proposed corporation is 8203 NW 31st Ave. STE:B11, Gainesville, Florida 32606 and the name of its initial registered agent at such address is Mark J. Kahn.
6. Location. The business location and mailing address is 8203 NW 31st Ave. STE:B11, Gainesville, Florida 32606.
7. Management. Business of the corporation shall be managed by the stockholders.
8. Incorporator. The name and address of the person signing these Articles of Incorporation as incorporator is as follows: Mark J. Kahn, 8203 NW 31st Ave. STE:B11, Gainesville, Florida 32606.
9. Affiliated Transactions. The provisions of Florida Stat. §607.0901 shall not apply to this corporation.

The undersigned, being the original incorporator and registered agent hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true, that the undersigned is familiar with and accepts the duties and obligations as registered agent for said corporation and accordingly, has executed this document on this 14th day of January, 1999.


Mark J. Kahn
Incorporator and Registered
Agent



FILED
99 JAN 15 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA