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Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations

Fax Number : (850) 922-4001

EFFECTIVE DATE

5-20-99

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone : (305) 541-3694

Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

CISMED CORPORATION

Certificate of Status	0
Certified Copy	1
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## FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 20, 1999

EMPIRE

SUBJECT: CISMED CORPORATION  
REF: W99000011301

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ARTICLE VIII AND THE CERTIFICATE PAGE THE ADDRESS'S ARE NOT CONSISTENT.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION**

**OF**

**CISMED CORPORATION**

EFFECTIVE DATE  
5-20-99

**FILED**  
99 MAY 21 PM 1:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I.**

The name of this Corporation is:

**CISMED CORPORATION**

**ARTICLE II.**

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE III.**

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV.**

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

**ARTICLE V.**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

**ARTICLE VI.**  
**VOTING RIGHTS:**

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Prepared By:

MARK B. GOLDSTEIN, ESQUIRE  
MARK B. GOLDSTEIN P.A.  
2255 GLADES ROAD, SUITE 236W  
BOCA RATON, FL 33431  
(561) 989-9955

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ARTICLE VII  
PREEMPTIVE RIGHTS:

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

ARTICLE VIII

The street address of the initial registered office of this Corporation is: 2255 Glades Road, Suite 236W, Boca Raton, FL 33431, and the name of the initial registered agent of this Corporation at that address is: Mark B. Goldstein, and the principal place of business of the corporation is Jet Center, Suite #208, 1100 Lee Wagener Blvd., Fort Lauderdale, FL 33315

ARTICLE IX.

This Corporation shall have Three (3) Directors 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 names and address of the initial Directors of this Corporation are as follows:

**MARK B. GOLDSTEIN**  
**2255 GLADES ROAD, SUITE 236W**  
**BOCA RATON, FL 33431.**

**JOSE ANTONIO CISNERO**  
**2255 GLADES ROAD, SUITE 236W**  
**BOCA RATON, FL 33431.**

**EMMA CISNEROS**  
**2255 GLADES ROAD, SUITE 236W**  
**BOCA RATON, FL 33431.**

ARTICLE X

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

**MARK B. GOLDSTEIN**  
**2255 GLADES ROAD, SUITE 236W**  
**BOCA RATON, FL 33431.**

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**ARTICLE XI.**  
**AMENDMENT:**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of May, 1999.

**CISMED CORPORATION**

BY:   
**MARK B. GOLDSTEIN, Incorporator**

**STATE OF FLORIDA** )


**COUNTY OF PALM BEACH** )

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared **MARK B. GOLDSTEIN**, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 20th day of May, 1999, in the County and State aforesaid.



**ANGELA CATHERINE WARSHEFSKI**  
My Commission CC528542  
Expires Jan. 29, 2000

  
**PRINT NAME:**  
**NOTARY PUBLIC, STATE OF FLORIDA**  
My commission expires:  
Commission No: \_\_\_\_\_

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

IN PURSUANCE OF CHAPTER 607.0202, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT **CISMED CORPORATION**, DESIRING TO ORGANIZE UNDER THE LAWS  
OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE  
ARTICLES OF INCORPORATION AT JET CENTER, SUITE #208, 1100 LEE WAGENER  
BLVD., FORT LAUDERDALE, FLORIDA 33315, HAS NAMED **MARK B. GOLDSTEIN**,  
LOCATED AT 2255 GLADES ROAD, SUITE 236W, BOCA RATON, FL 33431, AS ITS  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

**CISMED CORPORATION**

BY   
**MARK B. GOLDSTEIN, Registered Agent**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

**CISMED CORPORATION**

BY   
**MARK B. GOLDSTEIN, Incorporator**

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

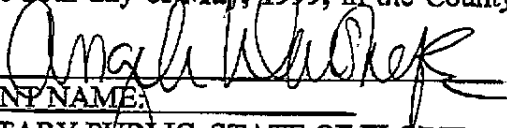
**FILED**  
99 MAY 21 PM 1:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY on this day, before me, an officer duly authorized to  
administer oaths and to take acknowledgments, personally appeared **MARK B. GOLDSTEIN**,  
known to me to be the person described in and who executed the foregoing instrument, who  
acknowledged before me that he executed the same, that I relied upon the following form of  
identification of the above-named person; Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 20th day of May, 1999, in the County  
and State aforesaid.



ANGELA CATHERINE WARSHEFSKY  
My Commission CC528542  
Expires Jan. 29, 2000

  
PRINT NAME: \_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires \_\_\_\_\_