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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MEL ABRAMS, M.D.
3450 Fletcher Avenue, Suite 250
Tampa, Florida 33613
(813) 971-3450

June 18, 1999

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

EFFECTIVE DATE

7-1-99

Re: Articles of Incorporation - Wound Therapy, Inc.

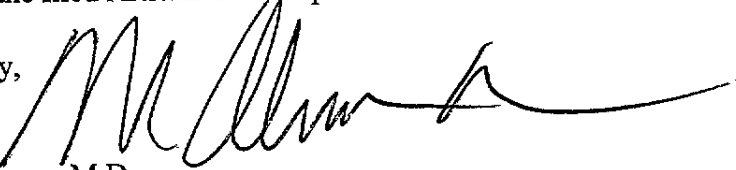
Dear Sir/Madam:

Enclosed herewith are Articles of Incorporation for filing with respect to above referenced corporation.

Also enclosed is my check in the amount of \$78.75 for the filling fee and the return of a certified copy of the filed Articles of Incorporation.

Sincerely,

Mel Abrams, M.D.



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*****78.75 *****78.75

EFFECTIVE DATE
7-1-99

ARTICLES OF INCORPORATION

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

1. **NAME AND ADDRESS OF CORPORATION:** The name of this corporation is Wound Therapy, Inc. The street address of the principal office of the corporation is 3450 E. Fletcher Avenue, Suite 250, Tampa, Florida 33623
2. **DURATION:** The period of its duration is perpetual.
3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **CAPITAL STOCK:** The maximum number of shares this corporation is authorized to issue is one hundred (100), all of which shall be Common shares with a \$1.00 par value.
5. **INITIAL REGISTERED OFFICE AND AGENT:** The name and address of the initial registered agent and office of the corporation is as follows:

Mel Abrams *M.A.*
3450 Fletcher Avenue, Suite 250
Tampa, Florida 33613

6. **INITIAL BOARD OF DIRECTORS:** The initial board of directors shall consist of two (2) members. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1) director.

The names and addresses of the persons who will serve on the initial board of directors are::

Mel Abrams *M.A.*
3450 Fletcher Avenue, Suite 250
Tampa, Florida 33613

7. **INCORPORATOR:** The name and address of the Incorporator signing these Articles of Incorporation is:

Mel Abrams *M.A.*
3450 Fletcher Avenue, Suite 250
Tampa, Florida 33613

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8. **AMENDMENT OF ARTICLES:** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

9. **MEETINGS BY CONFERENCE TELEPHONE:** Members of the Board of Directors may participate in all regular and special meetings of the Board of Directors by means of Conference Telephone or similar communications equipment as provided by law.

10. **INDEMNIFICATION:** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner provided for in the by-laws of this corporation.

11. **REMOVAL OF DIRECTORS:** At a meeting of shareholders called expressly for that purpose, any one director, or the entire Board of Directors, may be removed, with or without cause, by a vote of the holders of 75% of the shares then entitled to vote at an election of directors.

12. **INFORMAL ACTION OF DIRECTORS:** If all the directors severally, or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

13. **EFFECTIVE DATE:** The existence of this corporation Shall begin on July 1, 1999.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18 day of June, 1999.




MEL ABRAMS, Incorporator

MD

ACCEPTANCE BY REGISTERED AGENT

Having been designated as registered agent to accept service of process for Wound Care Technologies, Inc., at the registered office designated above, I hereby accept said designation, agree to act in this capacity, and I am familiar with and accept the obligation of that position pursuant to F.S. 607.0501(3). I further agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said office.


MEL ABRAMS, Registered Agent

MD

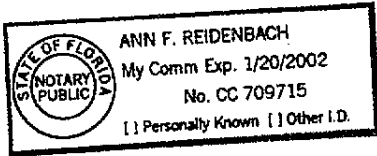
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TALLAHASSEE, FLORIDA


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**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 18th day of JUNE, 1999,
by MEL ABRAMS ^{MD} who is personally known to me or who has produced
_____ as identification and who did/did not take an oath.




NOTARY PUBLIC
ANN F. REIDENBACH
Type or print name of Notary

My Commission Expires: