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FILED
99 JUL 19 PM 6:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

100002935191--2
-07/19/99--01111--011
*****96.25 *****96.25

SUBJECT: SURGICAM INCORPORATED

DATE: JULY 12, 1999

Enclosed is the original and (1) copy of the articles of Incorporation and a check in the amount of \$96.25 to include:

\$35.00 Filing fee
35.00 Designation of Registered Agent
26.25 (3) Three Certified Copies of the Articles of Incorporation

\$96.25 Total

Thank you,

Paul Deleeuw MD
375 Heather Lane
Key Biscayne, FL 33149

D. BROWN JUL 26 1999

ARTICLES OF INCORPORATION
OF
SURGICAM INCORPORATED

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: SURGICAM INCORPORATED

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

375 HEATHER LANE
KEY BISCAYNE, FL 33149

The principal office and the registered office of Surgicam Incorporated are the same.

ARTICLE III. PURPOSE

The specific purpose for which the corporation is organized is:

To develop and market a patented disposable and/or recyclable sterile camera for use in recording medical procedures.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected and appointed is:

By unanimous election of the Board of Directors.

ARTICLE V. SECRETARY

The Secretary for Surgicam Incorporated shall be Tony Albanese

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ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and Florida street address of the initial registered agent are:

PAUL DELEEUEW MD
375 HEATHER LANE
KEY BISCAVNE, FL 33149

ARTICLE VII. SHARES OF STOCK

The initial number of shares of stock that this corporation is authorized to have outstanding is:
1000 (One thousand) shares of common stock having a par value of (\$1.00) each.

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

PAUL DELEEUEW MD
375 HEATHER LANE
KEY BISCAVNE, FL 33149


Signature of Incorporator - Paul Deleeuw MD

7/15/99
Date

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


Signature of Registered Agent - Paul Deleeuw MD

7/15/99
Date