

**George E. Edwards**  
ATTORNEY AT LAW

999000089567

SUITE 109  
950 NORTH FEDERAL HIGHWAY  
POMPANO BEACH, FL 33062  
(954) 781-0444

September 29, 1999

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

500003008315--3  
-10/07/99--01040--005  
\*\*\*\*122.50 \*\*\*\*\*78.75

RE: CARLYLE MEDICAL, INC.

Gentlemen:

Enclosed herewith is an original and one copy of Articles of Incorporation for the above-captioned corporation.

Kindly file and return one certified copy of same to the undersigned in the enclosed self-addressed, stamped envelope provided for your convenience.

Also enclosed is a check for \$122.50 to cover the cost of filing and certification.

Thank you for your prompt attention to this matter. If you have any questions please contact this office.

Very truly yours,

*George Edwards*

GEORGE E. EDWARDS, ESQ.

GEE:ag  
Enclosure

FILED  
99 OCT -7 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

9/11/99

ARTICLES OF INCORPORATION

OF

CARLYLE MEDICAL, INC.

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be CARLYLE MEDICAL, INC., and is located at: 731 S.E. 6<sup>th</sup> Avenue, Pompano Beach, FL 33060.

ARTICLE II

NATURE OF CORPORATE BUSINESS

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

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 1,000 COMMON SHARES. The share of stock authorized shall be no par value. The consideration to be paid for each share shall be fixed at the Board of Directors.

FILED  
99 OCT -7 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE IV  
INITIAL REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE

This Corporation's Initial Registered Agent and Registered Office is the State of Florida  
shall be:

GEORGE E. EDWARDS, ESQ.  
950 North Federal Highway, #109  
Pompano Beach, Florida 33062

ARTICLE V  
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the  
Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI  
INITIAL DIRECTORS

The name and address of the director(s) are:

James C. Thompson  
731 S.E. 6<sup>th</sup> Avenue  
Pompano Beach, FL 33060

The member(s) of the first Board of Directors shall hold office until the first annual meeting  
of the Stockholders of the Corporation.

ARTICLE VII  
INCORPORATORS

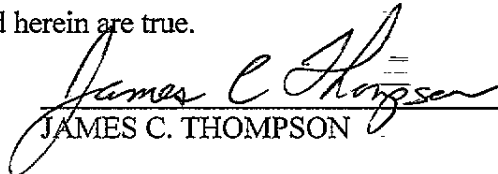
The name and address of each Incorporator executing these Articles of Incorporation is:

James C. Thompson  
731 S.E. 6<sup>th</sup> Avenue  
Pompano Beach, FL 33060

ARTICLE VIII  
COMMENCEMENT DATE

Corporate existence will commence of date Articles of Incorporation are approved.


THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true.

  
JAMES C. THOMPSON

STATE OF FLORIDA        )  
                                  ) ss:  
COUNTY OF BROWARD    )

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JAMES C. THOMPSON to me known to be the person described as Incorporator in the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 4<sup>th</sup> day of Oct, 1999.

 Audrey L. Gay  
My Commission CC813918  
Expires March 2, 2003

  
Notary Public  
My Commission Expires:

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates GEORGE E. EDWARDS, ESQ., at 950 North Federal Highway, #109, Pompano Beach, Florida 33062 as Registered Agent to accept service of process within this State.

  
JAMES C. THOMPSON

The undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the State of Florida, and agrees to comply with the provisions of law applicable to said designation.

  
GEORGE E. EDWARDS, ESQ.

**FILED**  
99 OCT -7 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA