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Of Counsel:
Robert L. Scott‡

October 13, 1999

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

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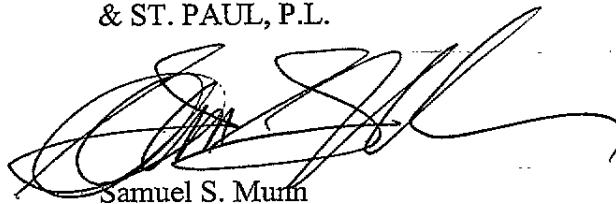
Re: Filing for Florida Profit Corporation

Attn. New Filings:

Enclosed find: the Articles of Incorporation for Henderson Medical Systems, Inc., with the appropriate \$35.00 filing fee; the Designation of and Acceptance by the Registered Agent, with the appropriate \$35.00 filing fee (please note that the designation and acceptance are set forth in the Articles of Incorporation); the \$8.75 fee for a certified copy of the filed Articles of Incorporation; and the \$8.75 fee for the application for a certificate of status. The copy of this letter shall serve as the written request for a certificate of status. The fees enclosed herein total \$87.50.

Very Truly Yours,

DYE, DEITRICH, PRATHER, PETRUFF
& ST. PAUL, P.L.



Samuel S. Munn

Encs.

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HENDERSON MEDICAL SYSTEMS, INC.

The undersigned incorporator, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as that act now exists or may from time to time be amended, hereby adopts the following Articles of Incorporation:

ARTICLE I.
NAME

The name of the Corporation is:

Henderson Medical Systems, Inc.

ARTICLE II.
PRINCIPAL PLACE OF BUSINESS

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

6024 31st Avenue West
Bradenton, FL 34209

ARTICLE III.
TERM OF EXISTENCE

The Corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

ARTICLE IV.
PURPOSE(s)

This Corporation may engage in any lawful activity permitted under the laws of the United States of America and of the State of Florida, not otherwise inconsistent with these Articles of Incorporation or the bylaws of the Corporation.

ARTICLE V.
MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, a Board of Directors consisting of no

less than one (1) nor more than five (5) persons, in such manner as provided in the bylaws of the Corporation.

ARTICLE VI.
OFFICERS

Officers, their powers and duties, and manner of their election shall be as prescribed and regulated in the bylaws of the Corporation.

ARTICLE VII.
BYLAWS

The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation. The power to adopt, amend, alter, or repeal bylaws shall be vested in the Board of Directors unless otherwise provided in the bylaws. Bylaws may be adopted, amended, altered, or repealed by the Directors of the Corporation at any regular or special business meeting called for that purpose, provided that written notice of said meeting and proposed change has been given by U.S. Mail to each member of the Board of Directors at his or her last known address no more than sixty (60) nor less than ten (10) days prior to the meeting. Any action of the Board of Directors to adopt, amend, alter, or repeal bylaws shall require an affirmative vote of a majority of the then elected and qualified Directors of the Corporation present at such duly organized meeting. A majority for purposes of adopting, amending, altering, or repealing the bylaws shall be one-half (50%) plus one additional Board member present at such duly organized meeting.

ARTICLE VIII.
INCORPORATOR(S)

The name(s) and address(es) of the incorporator(s) to these Articles of Incorporation is (are) as follows:

Rodney Adams
6024 31st Avenue West
Bradenton, FL 34209

ARTICLE IX.
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is:

1111 Third Avenue West, Suite 300
Bradenton, FL 34205

and the initial registered agent of this Corporation is:

Samuel S. Munn

ARTICLE X
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the Directors of the Corporation at any regular or special business meeting called for that purpose, provided that notice of the proposed amendment has been given by U.S. Mail to each member of the Board of Directors at his or her last known address no more than sixty (60) nor less than ten (10) days prior to the meeting. Any action of the Board of Directors to amend the Articles of Incorporation shall require an affirmative vote of two-thirds (66%) of the then elected and qualified Directors of the Corporation.

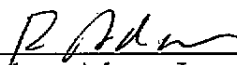
ARTICLE XI
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding is 10,000 shares of common stock, with a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors. The authorized shares of this Corporation shall consist of one class of common stock only. In no event may the Corporation authorize the issuance of additional shares of stock if such issuance would result in shares of stock in the Corporation being held by more than seventy-five (75) persons. Shares of stock may not be transferred by a shareholder unless such transfer is first approved by an affirmative vote of a majority of the then elected and qualified directors of the Corporation. However, in no event may shares of stock be transferred if such transfer would result in shares of stock in the Corporation being held by more than seventy-five (75) persons.

ARTICLE XII
PREEMPTIVE RIGHTS

The shareholders in the Corporation shall have preemptive rights

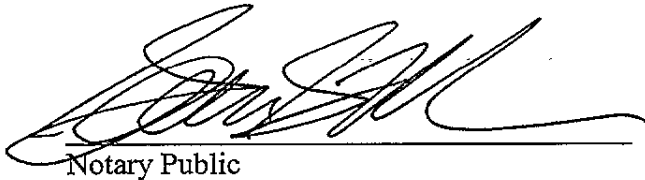
The undersigned incorporator(s) has/have executed these Articles of Incorporation this 28 day of September, 1999.



Rodney Adams, Incorporator

STATE OF Florida
COUNTY OF Manatee

The foregoing instrument was acknowledged before me this 28 day of September, 1999, by Rodney Adams, who is personally known to me, or has produced as identification and who did / X did not take an oath.



Notary Public

Samuel S Munn
My Commission CC720540
Expires March 1, 2002

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Samuel S. Munn, hereby accepts appointment as Registered Agent of the above corporation and acknowledges s/he is familiar with, and accepts the obligations of, the position of Registered Agent in accordance with and as required by the laws of Florida, including, but not necessarily limited to, the requirements of the Florida Business Corporation Act.

Dated: September 28 1999.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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