

JAMES E. LEONE

P9900011221

DEPT. OF STATE  
DIV. OF CORP.  
P.O. Box 6327  
TALLAHASSEE, FL 32314

ATT: KIM ROLF

500003081935--8  
-12/28/99--01001--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

DEAR KIM :

Enclosed please find a check for \$78<sup>75</sup>  
to cover costs of incorporation of Cirque Medical  
and a certified copy of the incorporation papers.

Please send all to me at the address  
below.

Thank you for your trouble and fast  
response,

Sincerely,

J. E. Leone

12/28  
Notified client  
of correction

FILED  
99 DEC 28 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K. Rolfe

DEC 28 1999

5865 S.W. 108 STREET, MIAMI, FLORIDA 33156

W99-29034

ARTICLES OF INCORPORATION  
OF  
**Cirque Medical, Incorporated**

**FILED**  
99 DEC 28 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I**

The name of this corporation is: **Cirque Medical, Incorporated.**

**ARTICLE II**

The general nature of the business to be transacted by this corporation is:

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

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise to dispose of and deal in lands, leaseholds, and any interest, estate, and rights in real, any personal, or mixed property, and franchises, rights, The general nature of the business to be transacted by this corporation is:

To engage licenses, or privileges necessary, convenient, or appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, invest in, or deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind, and description, now and hereafter permitted by law.

To conduct business in one or more offices and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and to execute such mortgages and transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers, and privileges of ownership, including the right to vote such stock.

To exercise all powers now granted to this type of corporation under Florida law and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

### **ARTICLE III**

The maximum number of shares of stock that this corporation is authorized to have outstanding is:

100,000 Shares of Common Stock of par value of \$0.001 per share

The shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by By-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

#### **ARTICLE IV**

This corporation is to exist perpetually, and its corporate existence shall begin on December 31, 1999.

#### **ARTICLE V**

The Board of Directors may from time to time move the principal office to any other address in Florida. The initial address of the principal office of this corporation in the State of Florida is:

5665 S.W. 108<sup>th</sup> Street, Miami, Florida 33156

#### **ARTICLE VI**

The number of Directors may be increased or diminished from time to time by By-laws adopted by the Stockholders but shall never be less than one. Initially, the number of Directors shall be five.

#### **ARTICLE VII**

The names and post office address of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
James E. Leone	5865 S.W. 108 <sup>th</sup> Street Miami, Florida 33156
Bruce J. Leone	5865 S.W. 108 <sup>th</sup> Street Miami, Florida 33156
Neil G. Feinglass	5865 S.W. 108 <sup>th</sup> Street Miami, Florida 33156
Kenneth R. Dye	5865 S.W. 108 <sup>th</sup> Street Miami, Florida 33156
Richard C. Agnew	5865 S.W. 108 <sup>th</sup> Street Miami, Florida 33156

### **ARTICLE VIII**

The names and post office address of each incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Richard C. Agnew	3599 University Blvd. South Suite 602 Jacksonville, Florida 32216
Kenneth R. Dye	13041 Yaupon Place Jacksonville, FL 32246

### **ARTICLE IX**

The corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or Officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as Directors or Officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties or party, or which may be asserted against them or any of them, by reason of being or having been Directors or Officers or a Director or Officer of the corporation, or of such other corporation, except in relation to matters as to which any such Director or Officer or former Director or Officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, By-law, agreement, vote of

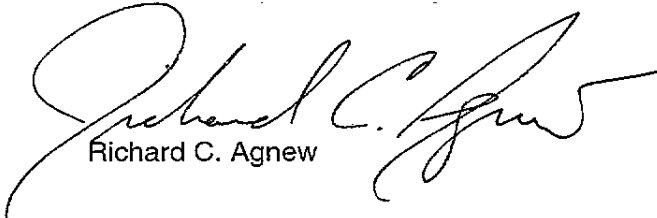
stockholders, or otherwise, and the corporation shall indemnify any of Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### **ARTICLE X**

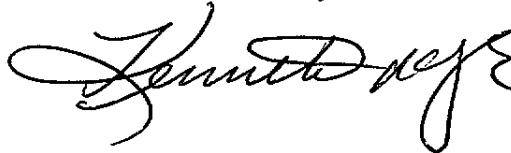
The registered office shall be 3599 University Blvd. South, Suite 602, Jacksonville, Florida 32216, and the registered agent at the same address is RICHARD C. AGNEW. I am familiar with and accept the duties and responsibilities as Registered Agent.

#### **ARTICLE XI**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

  
Richard C. Agnew

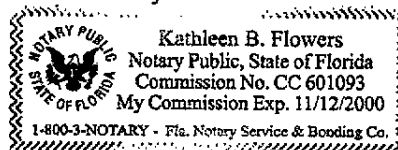
Kenneth R. Dye



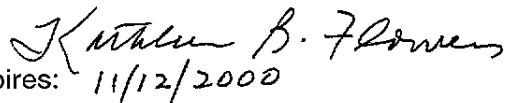
STATE OF FLORIDA  
COUNTY OF DUVAL

I hereby certify on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared RICHARD C. AGNEW, to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Article of Incorporation.

WITNESS my hand and official seal in the County and State named above, this date DECEMBER 16, 1999.



Notary Public  
My Commission Expires:

  
11/12/2000