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(Requestor's Name)

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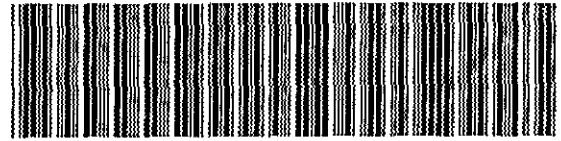
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BRASHEAR & ASSOCIATES, P.L.
C o u n s e l o r s A t L a w

926 N.W. 13th Street
Gainesville, FL 32601-4140
voice: 352/336-0800
fax: 352/336-0505
Brashear@NFlaLaw.com
www.NFlaLaw.com

BRUCE BRASHEAR
WILLIAM CLAYTON MARTIN III

November 12, 2002

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

RE: AXOGEN CORPORATION

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Upon filing should you determine that this corporation's name is too similar to that of an existing corporation, please call this office collect before returning the enclosed documents.

Also enclosed, please find our check in the amount of \$78.75 representing the following:

| | |
|---------------------------------------------|----------|
| Filing Fee | \$ 35.00 |
| Certificate Designating Resident Agent | 35.00 |
| Certified Copy of Articles of Incorporation | 8.75 |

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOC., P.L.

By: 

Carrie Fagan, Legal Assistant

ARTICLES OF INCORPORATION
OF
AXOGEN CORPORATION

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TALLAHASSEE, FLORIDA

Article I

Name. The name of this Corporation is AxoGen Corporation.

Article II

Principal Office. The address of the principal office of the Corporation is 6565 N.W. 81st Blvd., Gainesville FL 32653.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act.

Article V

Common Stock. This Corporation is authorized to issue 10,000,000 shares of \$.00001 par value Common Stock. Each holder of Common Stock shall be entitled to one (1) vote for each share of such stock standing in the shareholder's name on the books of the Corporation.

After the payment or declaration and setting aside for payment of the full cumulative dividends for all prior and then current dividend periods on all outstanding shares of Preferred Stock and after setting aside all stock purchase funds or sinking funds heretofore required to be set aside with respect to the Preferred Stock, dividends on the Common Stock may be declared and paid, but only when and as determined by the Board of Directors.

On any dissolution, liquidation or winding up of the Corporation, after there shall have been paid to or set aside for the holders of all outstanding shares of Preferred Stock, the full preferential amount to which they are respectively entitled to receive, pro rata in accordance with the number of shares of each class outstanding, all the remaining assets of the Corporation will be available for distribution to its shareholders.

Preferred Stock. The Corporation is authorized to issue 10,000,000 shares of \$.00001 par value Preferred Stock. The Board of Directors is expressly vested with the authority to divide any or all of the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of each series so established, provided, however, that the rights and preferences of various series may vary only with respect to:

(a) the rate of dividend;

- (b) whether the shares maybe called and, if so, the call price and the terms and conditions of call;
- (c) the amount payable upon the shares in the event of voluntary and involuntary liquidation;
- (d) sinking fund provisions, if any, for the call or redemption of the shares;
- (e) the terms and conditions, if any, on which the shares may be converted;
- (f) voting rights; and
- (g) whether the shares will be cumulative, noncumulative or partially cumulative as to dividends and the dates from which any cumulative dividends are to accumulate.

The Board of Directors shall exercise the foregoing authority by adopting a resolution setting forth the designation of each series and the number of shares therein, and fixing and determining the relative rights and preferences thereof. The Board of Directors may make any change in the designation, terms, limitations and relative rights or preferences of any series in the same manner, so long as no shares of such series are outstanding at such time.

Within the limits and restrictions, if any, stated in any resolution of the Board of Directors originally fixing the number of shares constituting any series, the Board of Directors is authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of such series. In case the number of shares of any series shall be so decreased, the share constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 6565 N.W. 81st Blvd., Gainesville FL 32653, and the name of the initial registered agent of this Corporation is Jamie M. Grooms.

Article VIII

Initial Board of Directors. The Corporation shall have three (3) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Jamie M. Grooms
6565 N.W. 81st Blvd.
Gainesville FL 32653

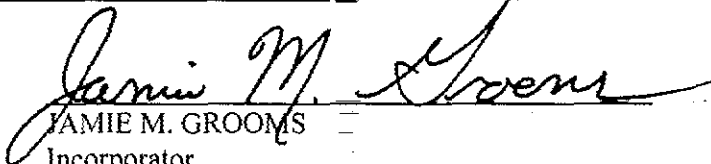
Ernest Carabillo, Jr.
100 Main Street, Suite 120
Concord MA 01742

Elias Dinopoloulos
2835 N.W. 23rd Drive
Gainesville FL 32605

Article IX

Incorporator. The name and address of the person signing these Articles is Jamie M. Grooms,
6565 N.W. 81st Blvd., Gainesville FL 32653.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 12th day of November, 2002.


JAMIE M. GROOMS
Incorporator

**STATE OF FLORIDA
COUNTY OF ALACHUA**

The foregoing instrument was acknowledged before me this 12th day of
November, 2002, by JAMIE M. GROOMS, who is personally known to me or who has
produced Florida Driver License _____ as identification, and who
says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all
statements and information contained herein are true and correct.

DATED this 12th day of November, 2002.

(SEAL)


Notary Public

Printed Name

My Commission Expires:

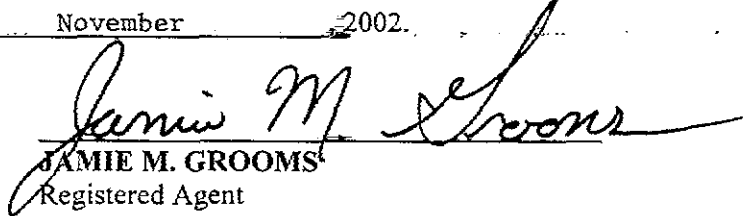


Bruce Brashear
MY COMMISSION # DD092191 EXPIRES
March 4, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of AXOGEN CORPORATION which is contained in the foregoing Articles of Incorporation.

DATED this 12th day of November, 2002.


JAMIE M. GROOMS
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA