

Filing and License Fee: \$230.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615
www.sos.ri.gov

2010 JUL -6 PM 3:53
RECEIVED
DIVISION OF BUSINESS SERVICES

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is BioHarmonic Concepts, Inc.

(This is a close corporation pursuant to §7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The total number of shares which the corporation has the authority to issue is:

(a) *If only one class:* Total number of shares 2000

or

(b) *If more than one class:* Total number of shares of each class _____

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

3. The address of the initial registered office of the corporation is:

33 Humboldt Avenue

(Street Address, not P.O. Box)

Providence

(City/Town)

, RI 02906

(Zip Code)

and the name of its initial registered agent at

such address is John Scott Frazier

(Name of Agent)

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

FILED

JUL 06 2010

BY

121985 3:53

6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

Pre-emptive rights: Each holder of shares of common stock in the company shall have the right, but not the obligation, to maintain its proportional share of ownership in the company in the event that the company issues additional common shares of stock. The right to purchase such shares shall be at the same price and under the same terms and conditions as the company would be willing to accept from any other party. Each current shareholder shall have sixty (60) days from the date of written notice by the company of its intent to sell such additional shares, to exercise and consummate its pre-emptive rights. Any shares of stock sold without compliance with this provision shall be null and void. **Restriction of Transfer:** Each shareholder offering any of its shares of common stock to any party shall first offer such shares to other existing shareholders, according to their fractional shares of ownership, the right to purchase such shares at a price and under such terms and conditions that the selling shareholder is willing to accept from any other party. Each shareholder shall have sixty (60) days from the date of written notice by the company of its intent to sell such additional shares, to exercise and consummate its Restriction of Transfer rights. Any shares of stock sold without compliance with this provision shall be null and void.

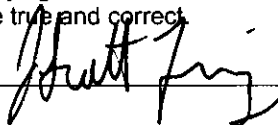
7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
John Scott Frazier	33 Humboldt Avenue, Providence, RI 02906

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 7/6/10



Signature of each Incorporator



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

