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LAZARUS CORPORATE FILING SERVICE

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(City, State, Zip) (Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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00 DEC -8 PM 12:40
TALLAHASSEE FLORIDA
SECRETARY OF STATE

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MEDTILT, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
- Pick up time 2:00
- Mail out
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

RECEIVED
00 DEC -8 AM 10:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other

12/8

Examiner's Initials

ARTICLES OF INCORPORATION

OF

MEDTILT, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

Name

The name of the corporation is MEDTILT, INC.

Article II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

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Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1414 Everglades Blvd. So., Naples, Florida 34117 and the name of the initial registered agent of this corporation at that address is **Carlos Mesa**.

The mailing address of this corporation is:

1414 Everglades Blvd. So., Naples, Florida 34117

Article VI

Directors

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

(b) Initial Director. The name and street address of the initial director of the corporation is:

Name	Street Address
Carlos Mesa, President	<u>1414 Everglades Blvd. So Naples, Florida 34117</u>
Maritza Mesa, Vice President, Secretary and Treasure	<u>1414 Everglades Blvd. So Naples, Florida 34117</u>

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Incorporator

The name and address of the Incorporator is **Carlos Mesa, 1414 Everglades Blvd., So., Naples, Florida 34117**

Article IX

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders in subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 20 day of October 2000.


CARLOS MESA

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

The following instrument was acknowledged before me this 20 day of October 2000 by Carlos Mesa, who is personally known to me or produced Florida Drivers License as identification.


Print name
Notary Public, State of Florida

 **ELINA J. DIAZ**
COMMISSION # CC 664304
EXPIRES AUG 26, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted.

MEDTILT, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1414 Everglades Blvd., So. Naples, Florida 34117 has named **Carlos Mesa** as its agent to accept service of process within Florida.

Incorporator:



Carlos Mesa

Dated: October 20, 2000

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the Provisions of all statutes relative to the proper and complete performance of my duties.



Carlos Mesa

Dated: October 20, 2000

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TALLAHASSEE FLORIDA