

# P 95000064040

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John W. Black  
 (Requestor's Name)  
906 Thomasville Rd.  
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 (City, State, Zip) (Phone #)  
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 DIVISION OF CORPORATION

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

- Otis Medical Products, Inc.  
 (Corporation Name) (Document #)
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 (Corporation Name) (Document #)
- \_\_\_\_\_  
 (Corporation Name) (Document #)
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 (Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

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

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*JB*  
*8-18-95*

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**OTIS MEDICAL PRODUCTS, INC.**

**ARTICLE I - NAME**

The name of this corporation is OTIS MEDICAL PRODUCTS, INC.

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of engaging in the business of sales of medical devices and to do anything necessary, proper, advisable, or convenient, for the accomplishment of said purposes, and to do all and other things incidental to them, or connected with them, that are not forbidden by the Florida corporation laws or by other laws, or by these Articles of Incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the laws of that state, territory, district, or possession of the United States, or by the foreign country.

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**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares that the corporation shall have the authority to issue is One Hundred (100) shares of common stock with a par value of Ten Dollars (\$10.00) per share. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stock shall be entitled to receive, when and as directed by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. The shares of the corporation are not to be divided into classes.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation shall be located at 3711 Sharock West, Suite 260-M, Tallahassee, Florida 32308. The mailing address for this corporation shall be 3711 Shamrock West, Suite 260-M, Tallahassee, Florida 32308. The initial registered agent of this corporation shall be John W. Black, Attorney at Law, 906 Thomasville Road, Tallahassee, Florida 32303.

**ARTICLE V - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the corporation. The number of directors may be increased from time to time by the by-laws. The name and address of the initial officers/directors of this corporation are:

President/Director	Jacqueline R. Otis 3711 Shamrock West, Ste. 260-M Tallahassee, Florida 32308
Vice President/Treasurer	Michael W. Lusko 809 E. Sixth Avenue Tallahassee, FL 32303

**ARTICLE VI - DURATION**

The period of duration of this corporation is perpetual.

**ARTICLE VII - INCORPORATORS**

The name and address of the person signing these Articles of incorporation is Jacqueline R. Otis, 3711 Shamrock West, Suite 260-M, Tallahassee, Florida 32308.

**ARTICLE VIII - INDEMNIFICATION**

The corporation shall indemnify any officer or director or

any former officer or director to the full extent permitted by law.

#### ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto.

#### ARTICLE X - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation that may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder, all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 18<sup>th</sup> day of August, 1995.

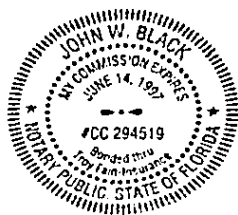
  
JACQUELINE R. OTIS

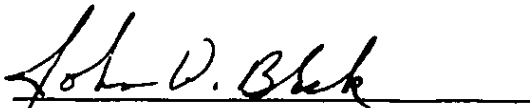
STATE OF FLORIDA

COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared JACQUELINE R. OTIS, who is personally known to me to be the person described in and who executed and subscribed the above Articles of Incorporation, and she did so freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth, and she did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Tallahassee, Leon County, Florida, this 18<sup>th</sup> day of August, 1995.



  
JOHN W. BLACK  
NOTARY PUBLIC  
Commission Number: CC294519  
My Commission Expires: 6/14/97

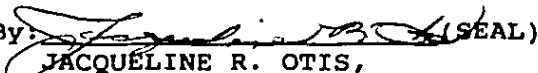
**CERTIFICATE OF DESIGNATION OF**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is OTIS MEDICAL PRODUCTS, INC.
2. The name and address of the registered agent is John W. Black, Attorney at Law, 906 Thomasville Road, Tallahassee, Florida 32303.

Dated this 18<sup>th</sup> day of August, 1995.

OTIS MEDICAL PRODUCTS, INC.

By:  (SEAL)  
JACQUELINE R. OTIS,  
President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT A PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER

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TALLAHASSEE, FLORIDA

AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO  
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM  
FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS  
REGISTERED AGENT.

Dated this 18<sup>th</sup> day of August, 1995.

*John W. Black*

John W. Black, Esq.  
906 Thomasville Road  
Tallahassee, FL 32303  
(904) 425-4600

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