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2/29/96 FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM 10:29 AM

((H96000002897)) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: CORPORATE CREATIONS INTERNATIONAL, INC
DEPARTMENT OF STATE 401 OCEAN DR
STATE OF FLORIDA SUITE 312
409 EAST GAINES STREET MIAMI BEACH FL 33139-0000
TALLAHASSEE, FL 32399 CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305) 672-0686
FAX: (904) 922-4000 FAX: (305) 672-9110
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ~~MEMBER FOUNDATION CORPORATION~~
FAX AUDIT NUMBER: H96000002897 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/29/1996 TIME REQUESTED: 10:29:26
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$78.75 ACCOUNT NUMBER: 073171003004
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**Articles of Incorporation
of
Comp Care Medical Equipment, Inc.**

Article I. Name

The name of this Florida corporation is:
Comp Care Medical Equipment, Inc.

Article II. Address

The mailing address of the Corporation is:
Comp Care Medical Equipment, Inc.
Bernardo Motola, P.A.
1645 Palm Beach Lakes Blvd., Suite 850
West Palm Beach FL 33401

Article III. Capital Stock

The Corporation shall have the authority to issue 7,5000 shares of common stock, par value \$1.00 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Bernardo Motola
Bernardo Motola, P.A.
1645 Palm Beach Lakes Blvd., Suite 850
West Palm Beach FL 33401

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Bernardo Motola FL Bar Member 511171
Bernardo Motola, P.A.
1645 Palm Beach Lakes Blvd., Suite 850
West Palm Beach FL 33401
• Fax

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Roberto de Oliveira

Article VI. Incorporator


The name and address of the incorporator is:

Bernardo Motola
Bernardo Motola, P.A.
1645 Palm Beach Lakes Blvd., Suite 850
West Palm Beach FL 33401

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective March 4, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on March 4, 1996



Bernardo Motola
by J.P. Mata as attorney-in-fact

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Bernardo Motola FL Bar Member 511171
Bernardo Motola, P.A.
1645 Palm Beach Lakes Blvd., Suite 850
West Palm Beach FL 33401
• Fax


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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Comp Care Medical Equipment, Inc.

REGISTERED AGENT:
Bernardo Motola
Bernardo Motola, P.A.
1645 Palm Beach Lakes Blvd., Suite 850
West Palm Beach FL 33401

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Bernardo Motola
by J.P. Mata as attorney-in-fact

Date: March 4, 1996

H9600002897

Bernardo Motola FL Bar Member 511171
Bernardo Motola, P.A.
1645 Palm Beach Lakes Blvd., Suite 850
West Palm Beach FL 33401
• Fax

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3/06/96 FLORIDA DIVISION OF CORPORATIONS 12:12 PM
PUBLIC ACCESS SYSTEM
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TALLAHASSEE, FL 32399 CONTACT: JOHNNY C RODRIGUEZ
FAX: (904) 922-4000 PHONE: (305) 672-0686
FAX: (305) 672-9110

(((H96000003195))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: COMP CARE MEDICAL EQUIPMENT, INC.
FAX AUDIT NUMBER: H96000003195 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/06/1996 TIME REQUESTED: 12:12:51
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
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Articles of Correction

Article I. Name

The name of this Florida corporation is Comp Care Medical Equipment, Inc. (the "Corporation").

Article II. Correction

The Articles of Incorporation of the Corporation, filed on March 4, 1996, are corrected so that the name of the name of the director listed in Article V is listed as:

Roberto de Oliveira Vital

Article III. Date Correction Adopted

The correction set forth in these Articles of Correction was adopted on March 5, 1996.

An authorized representative of the Corporation executed these Articles of Correction on March 5, 1996.

Comp Care Medical Equipment, Inc.

By: Joseph P. Mata

Joseph P. Mata

Its: Assistant Secretary

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96 MAR -6 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

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