

F98000004109

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MBA INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

100002575021--6

-06/23/98-01094-004
*****78.75 *****78.75

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DAVID C. HAUSCHILD
(Name of Person)

MBA INC.
(Firm/Company)

4808 No. CENTRAL AVE.
(Address)

PHOENIX, AZ 85012-1714
(City/State/Zip)

W98-14926

Should you need to call someone concerning this matter, please call:

DAVID C. HAUSCHILD at (602) 604-0001
(Name of Person) (Area Code & Daytime Telephone Number)

907/20
98 JUL 20 PM 12:23
FILED
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DIVISION OF CORPORATIONS

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Conflict
D95-9389



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 30, 1998

DAVID C. HAUSCHILD
MBA, INC.
4808 NO. CENTRAL AVE.
PHOENIX, AZ 85012-1714

SUBJECT: MBA, INC.
Ref. Number: W98000014926

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DIVISION OF CORPORATIONS
98 JUL 20 PM 12:24

We have received your document for MBA, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 598A00035454

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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DIVISION OF CORPORATIONS
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I, the undersigned GEORGE W. BROOKS, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

MBA INC
(Corporate Name)

a corporation duly organized and existing under the laws of the State of ARIZONA,

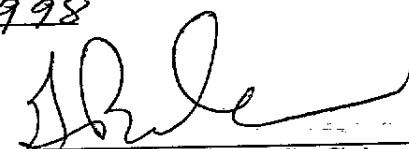
was duly adopted on JULY 7, 19 98.

Be it resolved, that MBA INC,
(Corporate Name)

organized and existing in the State of ARIZONA, hereby adopts the name

MBA MEDICAL INC. for use in Florida.

Dated: JULY 8, 1998



Signature of either Chairman, Vice Chairman or any officer

GEORGE W. BROOKS, CHAIRMAN
Type or print name

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. MBA, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. ARIZONA 3. 86-0841104
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. OCTOBER 24, 1996 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. NONE YET
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 4808 NO. CENTRAL AVENUE
PHOENIX, AZ 85012-1714
(Current mailing address)

8. SELLING AND/OR LEASING DURABLE MEDICAL EQUIPMENT
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

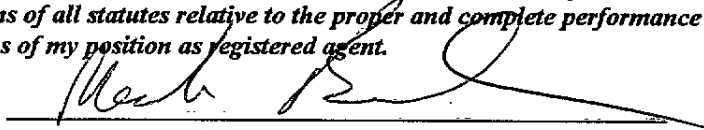
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: MARK BROOKS

Office Address: 3100 NE 48th ST., UNIT 910
FT. LAUDERDALE, Florida, 33308
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: GEORGE BROOKS

Address: 2 WEST MARSHALL
PHOENIX, AZ 85012

Vice Chairman: _____

Address: _____

Director: GEORGE BROOKS

Address: 2 WEST MARSHALL
PHOENIX, AZ 85012

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: GEORGE BROOKS

Address: 2 WEST MARSHALL
PHOENIX, AZ 85012

Vice President: _____

Address: _____

Secretary: GEORGE BROOKS

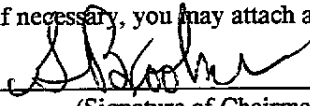
Address: 2 WEST MARSHALL
PHOENIX, AZ

Treasurer: _____

Address: _____

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DIVISION OF CORPORATE AFFAIRS
93 JUL 20 PM 12:24

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. GEORGE BROOKS, PRESIDENT
(Typed or printed name and capacity of person signing application)

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 PM 12:24

To all to whom these presents shall come, greeting:

I, Jack Rose, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****MBA, INC.*****

a domestic corporation organized under the laws of the state of Arizona, did incorporate on October 24, 1996.

I further certify that this corporation has filed all affidavits and annual reports and paid all filing fees required to date and, therefore, is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capitol, this 16th day of June, 1998, A. D.



Jack Rose
Executive Secretary

BY: *Donna A. Bagley*