

Jeffrey P. Anstis & Company, Inc.

190 W. Spanish River Blvd, Suite 202  
Boca Raton, FL 33431  
(407) 391-6477  
FAX (407) 391-0071

January 12, 1998

Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Atten: Freta Lott

Re: Clinical Equipment Care, Inc.

Dear Ms. Lott,


As per your instructions earlier today, I have enclosed the following for the above referenced corporation:

1. Transmittal Letter
2. Application by Foreign Corporation to transact business in Florida
3. State of Delaware Certificate of Good Standing
4. Corporations statement vowing to not revoke its voluntary dissolution
5. Articles of Dissolution

Enclosed are two checks: One for \$78.75 for the registration fee and a certificate of status. The second for \$35.00 represents the dissolution fee.

Thank you for your assistance.

Sincerely,

  
Jeffrey P. Anstis

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\*\*\*\*\*78.75 \*\*\*\*\*78.25

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 13, 1998

Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

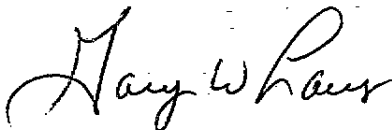
Atten: Ms. Freta Lott

Re: Clinical Equipment Care, Inc.

Dear Ms. Lott,

Resolved, that the above referenced corporation hereby agrees that it will not revoke its voluntary dissolution that was filed on January 12, 1998.

Sincerely,



Gary W. Laws  
Incorporator

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TALLAHASSEE, FLORIDA

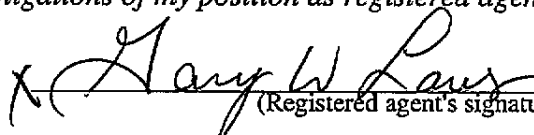
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

**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. CLINICAL EQUIPMENT CARE, 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. DELAWARE 3. 65-0754300  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1-14-97 5. PERPETUAL  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. NONE YET / EST. 2/98  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 5449 N.W. 45th Way  
Coconut Creek, Fl 33073  
(Current mailing address)
8. MEDICAL EQUIPMENT ASSET MGT.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**  
  
Name: GARY LAWS  
  
Office Address: 5449 NW 45 WAY  
COCONUT CREEK, Florida, 33013  
(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: GARY W. LAWS

Address: 5449 NW 45 WAY  
COCONUT CREEK, FLORIDA 33013

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: BASIL E. WOLFE

Address: 122 S. BANBRIDGE AVENUE  
LAPUENTE, CALIFORNIA 91744

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

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

14. GARY LAWS - CHAIRMAN  
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*State of Delaware*  
**Office of the Secretary of State**

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLINICAL EQUIPMENT CARE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF JUNE, A.D. 1997.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION: 8535114  
06-27-97

DATE: