

F98000002882

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: GLOBAL MEDICAL HOLDING, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

900002524919--5
-05/15/98--01023--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:

WALTER P SCHOLLER
(Name of Person)

W98-10205

GLOBAL MEDICAL HOLDING, INC.
(Firm/Company)

16553 Turquoise Trail
(Address)

WESTON, FL 33331
(City/State/Zip)

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

WALTER P SCHOLLER at (561) 349 4693
(Name of Person) (Area Code & Daytime Telephone Number)

SECRETARY OF STATE
TALLAHASSEE FLORIDA
98 MAY 21 AM 10:16
FILED
5/24

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 6, 1998

GLOBAL MEDICAL HOLDING, INC.
16553 TURQUOISE TR.
WESTON, FL 33331

SUBJECT: GLOBAL MEDICAL HOLDING, INC.
Ref. Number: W98000010205

We have received your document for GLOBAL MEDICAL HOLDING, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The document is illegible and not acceptable for imaging. We ask that you type or carefully print the information in the appropriate blocks.

The document must have original signatures.

The attached form must be completed in order to file the document.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 898A00024905



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1998

GLOBAL MEDICAL HOLDING, INC.
16553 TURQUOISE TR.
WESTON, FL 33331

SUBJECT: GLOBAL MEDICAL HOLDING, INC.
Ref. Number: W98000010205

We have received your document for GLOBAL MEDICAL HOLDING, 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:

Please accept our apology for failing to note this conflict in our previous letter.

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.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 498A00027247

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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98 MAY 21 AM 10:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned Walter P. Scholler
(Name)

that this Resolution of the Board of Directors of GLOBAL Medical
Holdings Inc
(Corporate Name)

a corporation duly organized and existing under the laws of the State of NEVADA.


was duly adopted on MAY 18, 19 98.

Be it resolved, that GLOBAL MEDICAL HOLDINGS INC
(Corporate Name)

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

GMH INC for use in Florida.

Dated: 5/18/98


C O B
Signature of either Chairman, Vice Chairman or any officer

WALTER P. SCHOLLER C. O. B
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. GLOBAL MEDICAL HOLDING, 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. NEVADA 3. 65-0822997
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/20/98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2/20/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 16553 Turquoise Trail
Weston FL 33331
(Current mailing address)

8. All legally acceptable business transacted pursuant to by-laws
(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)

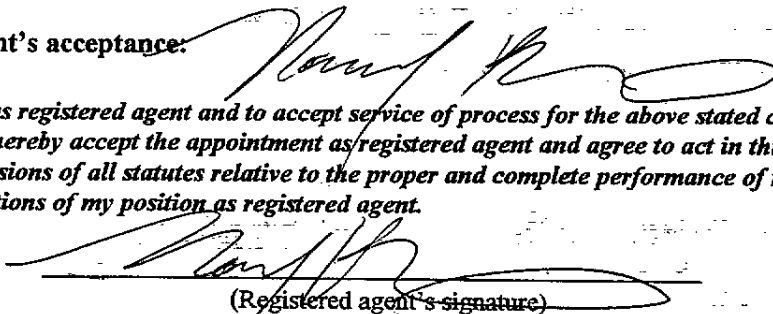
Name: NORMAN J BIRMINGHAM

Office Address: 10250 NW 52ND ST

CORAL SPRINGS, FL Florida, 33076
(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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98 MAY 21 AM 10:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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: WALTER P SCHOLLER

Address: 16553 Turquoise Trail Weston FL 33331

Vice Chairman: _____

Address: _____

Director: NORMAN J BIRMINGHAM

Address: 10250 NW 52ND ST.
CORAL SPRINGS, FL 33076

Director: WILLIAM J WALKER JR

Address: 16553 Turquoise TRAIL
WESTON FL 33331

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

President: WALTER P SCHOLLER

Address: 16553 Turquoise TRAIL
WESTON FL 33331

Vice President: _____

Address: _____

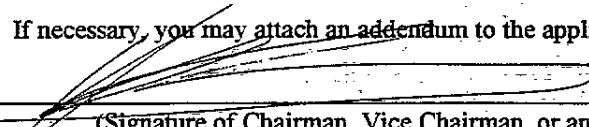
Secretary: ~~WALTER P SCHOLLER~~ WILLIAM J WALKER JR

Address: 16553 Turquoise Trail
WESTON FL 33331

Treasurer: NORMAN J BIRMINGHAM

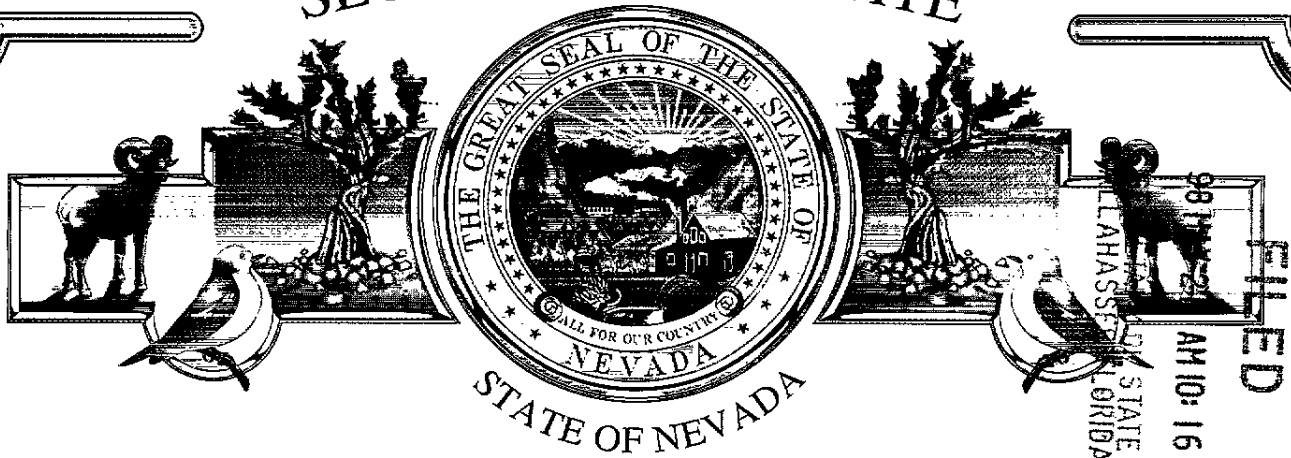
Address: 10250 NW 52ND ST
CORAL SPRINGS FL 33076

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. WALTER P SCHOLLER
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **GLOBAL MEDICAL HOLDING, INC.** did on **MARCH 9, 1998**, file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Las Vegas, Nevada, on **MARCH 9, 1998**.



Dean Heller

Secretary of State

By

Angela F. Brown

Certification Clerk