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LAW OFFICES OF MARK F. DAHLE, P. A.

5150 SOUTH FLORIDA AVENUE
BUILDING A, SUITE 105
POST OFFICE BOX 6629
LAKELAND, FLORIDA 33807-6629

MARK F. DAHLE

ALSO ADMITTED TO PRACTICE IN
SOUTH CAROLINA AND BEFORE THE
UNITED STATES TAX COURT

MEMBER OF:
NATIONAL NETWORK OF ESTATE PLANNING ATTORNEYS
NATIONAL ACADEMY OF ELDER LAW ATTORNEYS
ACADEMY OF FLORIDA ELDER LAW ATTORNEYS

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E-MAIL: DAHLELAW@GTE.NET

May 22, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-05/28/02--01045--003
*****81.75 *****80.75

FIRST CLASS MAIL

SUBJECT: Functionability, Inc., a Florida Not-for-Profit Corporation

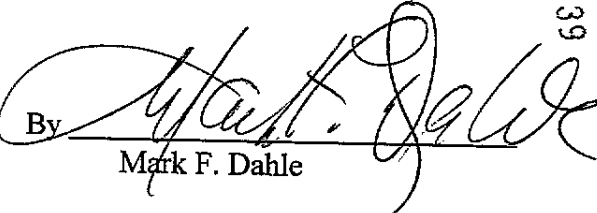
Dear Sir or Madam:

Enclosed for filing please find duly executed duplicate originals of the Articles of Incorporation for the referenced new corporation. Also enclosed is my check number 4015 in the amount of Eighty-one and 75/100ths Dollars (\$81.75), representing payment of the filing fee, designation of registered agent, and certified copy.

Please return the certified copy by first class mail. Thank you for your assistance.

Very truly yours,

Law Offices of Mark F. Dahle, P. A.

By 
Mark F. Dahle

C3012.01:rr
Enclosures

F. CHESSEB JUN 1 0

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUN 10 PM 12:39

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RECEIVED MAY 31 2002
FV 3012



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 28, 2002

LAW OFFICES OF MARK F DAHLE PA
P O BOX 6629
LAKELAND, FL 33807-6629

SUBJECT: FUNCTIONABILITY, INC.
Ref. Number: W02000015327

We have received your document for FUNCTIONABILITY, INC. and your check(s) totaling \$81.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of 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) 245-6904.

Freida Chesser
Corporate Specialist
New Filings Section

Letter Number: 602A00034163

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUN 10 PM 12:39

**ARTICLES OF INCORPORATION
OF
FUNCTIONABILITY, INC.**

A Florida Not-for-profit Corporation

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby form a Corporation not for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation shall be FunctionAbility, Inc.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

(a) To provide used medical equipment and durable medical equipment to end users who do not have medical insurance to pay for such equipment.

(b) To conduct business in and have one or more offices in the State of Florida, and in all other states and countries.

(c) To buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks, and licenses.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same character of business, if not inconsistent with the not-for-profit nature of this Corporation.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created

FUNCTIONABILITY, INC. ARTICLES OF INCORPORATION

by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(g) To subscribe for, purchase, own, hold, sell, assign, transfer, pledge, mortgage, or otherwise dispose of bonds, securities, or evidences of indebtedness issued or created by the United States of America, or any state, territory county or municipality therein, and by any foreign state, nation, government, municipality or other political subdivision thereof.

(h) To carry on, enter into, and carry out any arrangements which may be deemed to be consistent with the purposes of the Corporation, with any corporation, association, cooperative association, partnership, firm, trustee, syndicate, individual, government, state, municipality, or other political or governmental division or subdivision, domestic or foreign, to obtain the reform or otherwise to acquire by purchase, lease, assignment, or otherwise, stocks, powers, rights, privileges, participations, immunities, franchises, guarantees, grants, and concessions; to hold, own, exercise, exploit, dispose of, and realize upon the same, and to undertake and prosecute any business dependent thereon; and to cause to be formed, to promote, and to aid in any way the formation of any corporation, association, or organization of any kind, domestic or foreign, for any such purpose.

(i) To lend money on time or call, with or without collateral security, and to give credit to individuals, corporations, associations, or co-partnerships, and to municipalities, states, governments, or any political subdivisions thereof, and to foreclose on any property taken by the Corporation as collateral security for any loans.

(j) To cause or to allow the legal title, and any estate, right, or interest in any property, whether real, personal, or mixed, owned, acquired, controlled, or operated by the Corporation, to remain or to be vested or registered in the name of, or operated by, any person, firm, association, or corporation, domestic or foreign, formed or to be formed, either in trust for or as agents or nominees of this Corporation, or upon any

FUNCTIONABILITY, INC. ARTICLES OF INCORPORATION

other terms or conditions, which the Corporate Board may consider for the benefit of the Corporation.

(k) To undertake, conduct, assist, promote, and participate in every kind of commercial, industrial, agricultural, manufacturing, mercantile, or mining enterprise, business, undertaking, venture, or operation in any state, territory, dependency, or colony of the United States of America or its insular possession, or in the District of Columbia, or in any foreign country, consistent with the purposes of the Corporation.

(l) To act as agent or representative (other than fiscal or transfer agent) of individuals, partnerships, associations, or corporations, and as such to manage, develop, and extend their business or to aid any lawful enterprise.

(m) To have one or more offices carry on all or any part of its operations and business without restrictions or limit as to amount in any or all of the states, districts, territories, or colonies of the United States of America, and in all foreign countries; and to enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, or state.

(n) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, exchange, or otherwise dispose of and deal in real estate and personal property of every class and description; subject however, to the laws of such state, district, territory, or country where the same may be located.

(o) To build, erect, construct, purchase, hire, or otherwise acquire, own, provide, establish, maintain, hold, lease, and operate factories, warehouses, agencies, buildings, structures, offices, houses, works, machinery, plants, and all other things of whatsoever kind and nature, within and without the State of Florida, and in any part of the world, suitable, necessary, useful, or advisable in connection with any or all of the objectives hereinbefore or hereinafter set forth.

(p) To apply for, obtain, register, lease, purchase, or otherwise acquire, and to hold, use, own, operate, and introduce, and to sell, assign, or otherwise dispose of any trademarks, trade names, patents,

FUNCTIONABILITY, INC. ARTICLES OF INCORPORATION

copyrights, formulas, inventions, improvements, and processes used in connection with or secured under letters patent of the United States of America, or elsewhere; to use, exercise, develop, grant licenses in respect of, or otherwise deal with any such trademarks, patents, licenses, processes and the like, or any such property or rights, and, further, to purchase, acquire, apply for, register, secure, hold, own, or sell, or otherwise dispose of any and all copyrights, trademarks, trade names, and distinctive marks.

(q) To carry on any other business, whether manufacturing or otherwise, which may seem to the Corporation capable of being conveniently carried on in connection with its business, or calculated directly or indirectly to fulfill the purposes of the Corporation.

(r) To do any and all things hereinbefore enumerated for itself or on account of others, and to make and perform contracts for doing any of said undertakings; to have and exercise all of the rights and powers now or hereafter conferred by the laws of the state of Florida, and to do any and all of the things hereinbefore enumerated to the same extent as natural persons might or could do.

(s) The foregoing enumerated objectives, purposes, and powers of the Corporation are not intended and shall not be construed or held to prohibit or limit the exercise of any other and further rights and powers which may now or hereafter be allowed or permitted by the laws of the State of Florida, and this Corporation shall have and exercise all other powers, rights, and privileges granted by the corporation laws of the State of Florida now in force, or any amendment or amendments thereto.

ARTICLE III. TERM OF EXISTENCE

This Corporation commenced ^{upon filing} on May 1, 2002 and will continue to exist perpetually.

ARTICLE IV. ADDRESS

The principal place of business and the mailing address of this Corporation shall be: 4870 Southwind Drive, Mulberry, Florida 33860.

FUNCTIONABILITY, INC. ARTICLES OF INCORPORATION

ARTICLE V. NO MEMBERS

The Corporation shall not have members.

ARTICLE VI. ELECTION OF CORPORATE BOARD

This Corporation shall initially have four (4) members of the Corporate Board who shall serve without compensation. No Corporate Board Member shall be compensated. The number of regular members of the Corporate Board shall be nine. This number may be changed from time to time, by amendment of the By-laws of the Corporation, but shall never be less than three (3).

The By-laws may indicate the manner of the election of the members of the Corporate Board. They shall have staggered terms. Corporate Board action shall require a majority of those present (in person or by electronic medium) to constitute an act of the Board. At least one-half (1/2) of the currently elected members of the Corporate Board shall be required to be present (in person or by electronic medium) to constitute a quorum to enable the Board to take any action.

ARTICLE VII. OFFICERS

The Officers of the Corporation shall be a President, who shall also be Chairman of the Board,, Vice President, Secretary and Treasurer and such other officers as may be identified by the Corporation By-laws. All officers shall be members of the Board. The names of the persons who are to serve as initial Board Members of the Corporation are:

BOARD MEMBER

Fred H. Meyling
Karl R. Sweeney
Dennis J. Olds
John Burton

FUNCTIONABILITY, INC. ARTICLES OF INCORPORATION

ARTICLE VIII. INCORPORATORS

The names and street address of the Incorporators for these Articles of Incorporation are:

FRED H. MEYLING

4870 Southwind Drive,
Mulberry, Florida 33860

KARL R. SWEENEY

5619 Emerald Ridge Boulevard,
Lakeland, Florida 33813

DENNIS J. OLDS

6881 Shinmering Drive,
Lakeland, Florida 33813

They shall serve as the initial members of the Corporate Board.

ARTICLE IX. LIMITATIONS OF CORPORATE POWERS

In order to promote the purposes of this Corporation, it may acquire property by grant, purchase, devise or bequest and hold and dispose of such property as the Corporation shall require for the benefit of the members and others, but not for monetary profit.

ARTICLE X. INITIAL REGISTERED AGENT

The name and address of the initial registered agent is: Fred H. Meyling, 4870 Southwind Drive, Mulberry, Florida 33860.

ARTICLE XI. DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for religious, charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code as the Corporate Board shall determine. In no event shall any of such assets or property be distributed to any member, advisor, officer or any private individual.

FUNCTIONABILITY, INC. ARTICLES OF INCORPORATION

ARTICLE XII. BY-LAWS

The Corporate Board of this Corporation may provide such By-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary, from time to time. Upon proper notice, the By-laws may be amended, altered, or rescinded by a majority vote of those members of the Corporate Board present at any regular meeting or any special meeting called for that purpose.

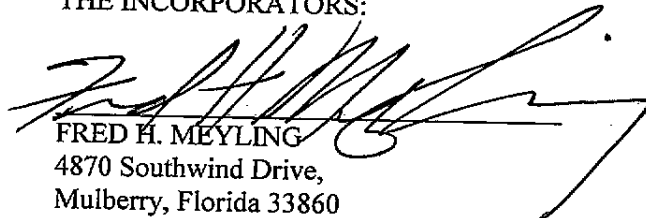
ARTICLE XIII. EXEMPTION STATUS

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity or amend the Articles in any way, which would prevent it from obtaining exemption from Federal income taxation as a Corporation described in §501(c)(3) of the Internal Revenue Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code.

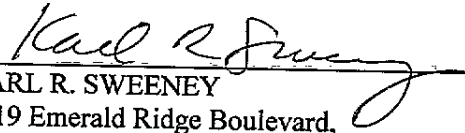
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any advisor or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation.

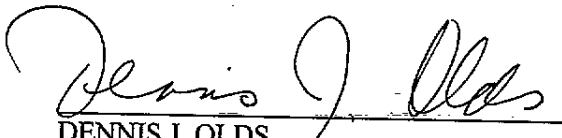
No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by §501(h) of the Internal Revenue Code and any corresponding laws of the State of Florida and any other state or political subdivision), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of, or in opposition to, any candidate for public office.

THE INCORPORATORS:


FRED H. MEYLING
4870 Southwind Drive,
Mulberry, Florida 33860

FUNCTIONABILITY, INC. ARTICLES OF INCORPORATION


KARL R. SWEENEY
5619 Emerald Ridge Boulevard,
Lakeland, Florida 33813

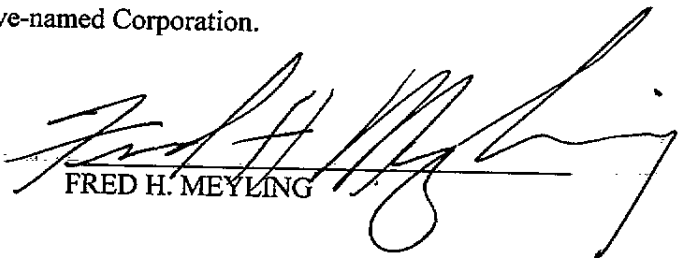

DENNIS J. OLDS
6881 Shimmering Drive
Lakeland, Florida 33813

CERTIFICATE OF DESIGNATED REGISTERED AGENT

In compliance with Chapter 48 and 607 Florida Statutes, FUNCTIONABILITY, INC. does hereby designate Fred H. Meyling as registered agent.

Having been named as registered agent of the foregoing Corporation, I hereby accept and agree to act in this capacity and agree to comply with the laws of the State of Florida in all respects. I further 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 obligations of my position as registered agent, including, but not limited to, accepting service of process for the above-named Corporation.

Date: May 9, 2002


FRED H. MEYLING

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 9th day of May, 2002, by FRED H. MEYLING, the person in the foregoing Articles of Incorporation listed as Incorporator, who

FUNCTIONABILITY, INC. ARTICLES OF INCORPORATION

is personally known to me, or who produced a Florida Driver's License as identification.



Rosalie Richardson

Name:
Notary Public State of Florida
My commission expires:

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this ____ day of May, 2002,
by KARL R. SWEENEY, the person in the foregoing Articles of Incorporation listed as Incorporator, who
is personally known to me, or who produced a Florida Driver's License as identification.



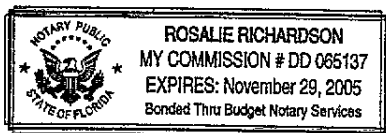
Vickie L. Crosby

Name:
Notary Public State of Florida
My commission expires:

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 9th day of May, 2002,
by DENNIS J. OLDS, the person in the foregoing Articles of Incorporation listed as Incorporator, who is
personally known to me, or who produced a Florida Driver's License as identification.



Rosalie Richardson

Name:
Notary Public State of Florida
My commission expires:

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUN 10 PM 12:39