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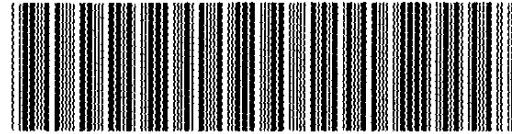
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2008 SEP -8 P 3:39
CLERK OF STATE
TALLAHASSEE, FLORIDA

SEP -8 2008
D.A. WHITE

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: THE MEDICAL EQUIPMENT EXCHANGE PROJECT, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: WALTER H. MESSICK
Name (Printed or typed)

1900 CORPORATE BLVD., SUITE 305 WEST
Address

BOCA RATON, FL 33431
City, State & Zip

561/995-8868
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**Articles of Incorporation
of
The Medical Equipment Exchange Project, Inc.**

- In compliance with the requirements of F.S. Chapter 617, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a not-for-profit business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is The Medical Equipment Exchange Project, Inc.

ARTICLE II

The existence of the Corporation shall begin on the date these Articles of Incorporation are filed.

ARTICLE III

The street address of the initial principal office of the Corporation is:

441 NE Spanish Ct.
Boca Raton, FL 33432

ARTICLE IV

The initial street address of the Corporation's registered office is:

441 NE Spanish Ct.
Boca Raton, FL 33432

The initial registered agent for the Corporation at that address is Jason Mueller.

ARTICLE V

The purpose of the Corporation is any and all lawful, charitable purpose.

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ARTICLE VI

The method by which directors are election shall be as stated in the Corporation's Bylaws. The initial board of directors shall consist of three (3) persons: Jason Mueller, Kenneth Wolf and James Lehman. This number may be increased or decreased from time to time in accordance with the Corporation's Bylaws, but shall never be less than three (3).

ARTICLE VII

The name and street address of the person signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Walter H. Messick	Walter H. Messick, P.A. 1900 Corporate Blvd., Suite 305W Boca Raton, FL 33431

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

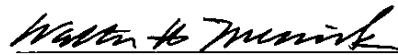
ARTICLE IX

a. The Corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

c. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

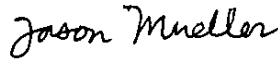
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on September 5, 2008.



Walter H. Messick
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for The Medical Equipment Exchange Project, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 617.0501(3).



Jason Mueller
September 5, 2008

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2008 SEP - 8 P 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA