

PO00000018529

Requester's Name

Address

PEREZ
4800 W. FLAGLER ST
SUITE 107
MIAMI, FL 33134

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) 500003138545--8
-02/17/00--01052--005
*****78.75 *****78.75
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

FILED
90 FEB 17 AM 11:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Examiner's Initials

C.C.
2-22-00

ARTICLES OF INCORPORATION

OF

MBI DURABLE MEDICAL EQUIPMENT,
INC.

We, the undersigned, hereby agree to organize a corporation under the laws of the State of Florida, with Articles of Incorporation as follows:

FIRST: The name of the Corporation is:

MBI DURABLE MEDICAL EQUIPMENT, INC

SECOND: The Corporation is to have perpetual existence.

THIRD: The purpose for which the corporation is formed is to conduct any lawful business, and said Corporation shall possess and have all the powers now and hereafter conferred by the laws of the State of Florida upon corporations organized thereunder.

FOURTH: The amount of capital stock authorized is ONE HUNDRED (100) shares, having a par value of ONE (1.00) DOLLAR per share, and shall be paid in lawful money of the United States of America, or in property, labor or services.

FIFTH:

(A) The post office address of the principal office of the Corporation in Florida is:

P.O. BOX 1589
MIAMI, FLORIDA 33144

or at such other place within the State of Florida as the Board of Directors from time to time, by appropriate action shall determine.

(B) The initial incorporator of the corporation is:

FRANCISCO A. PEREZ
4800 W. FLAGLER ST.,
SUITE 107
MIAMI, FLORIDA 33134

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TALLAHASSEE, FLORIDA

SIXTH: The initial Registered Agent of the Corporation and the street address of the registered office is:

FRANCISCO A. PEREZ
4800 W. FLAGLER ST., SUITE 107
MIAMI, FLORIDA 33134

SEVENTH: The initial Board of Directors of the Corporation shall consist of

President/Secretary: FRANCISCO A. PEREZ

EIGHTH: The names and post office addresses of members of the initial Board of Directors, who shall hold until the first annual Meeting of Shareholders, and until successors are elected and qualified, are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
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Chairman of the Board		
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NINTH: The names and post office addresses of all subscribers of this corporation, and the number of shares which each agree to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
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FRANCISCO A. PEREZ	4800 W. FLAGLER ST SUITE 107 MIAMI, FLORIDA 33134	100
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TENTH: The Board of Directors shall exercise all corporate powers, except as otherwise provided by statute, and in addition thereto, and to all other powers now or hereafter conferred by law or by these Articles of Incorporation or by the By-Laws, shall have the power:

(a) to hold meetings, or have one or more offices and to keep the books of the corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

(b) to make, alter and repeal the By-Laws of the Corporation, subject to the reserved power of the stockholders to make, alter and repeal the By-Laws.

(c) to fix and determine, from time to time, and to vary the amount of the working capital of the Corporation, to appropriate or set apart reserves for any corporate purpose, to determine what, if any dividends shall be declared and paid to stockholders out of the surplus or net profits and to direct and determine the use and disposition of any surplus or net profits over and above the capital of the Corporation.

(d) from time to time to authorize and issue obligation of the Corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeemability subordination or otherwise, and with such maturities, as the mortgaging or pledging, as security therefor, of any part of the property of the Corporation, real or personal including after-acquired property.

ELEVENTH: No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporations, and any director individually or any firm of which any director may be a member or may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the Board of this Corporation which shall authorize any such contract or transaction, notwithstanding the fact that such director is so interested.

TWELFTH: The Corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against losses and expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them are made parties or a party by reason or being or having been directors or officers or a director or officer of the corporation, or of such other corporation, with the exception in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of any other rights to which those indemnified may be entitled, under any By-Laws, agreement, vote of stockholders or otherwise. The right of indemnification hereinabove stated shall, under no circumstances extend to or include indemnification for liabilities arising under the Securities Act of 1933, as amended.

FOURTEENTH: There shall be no cumulative voting in any elections of any members of the Board of Directors for any class of stock.

We, the undersigned, being all of the subscribers hereinbefore named for the purpose of forming a corporation, do subscribe and acknowledge these Articles of Incorporation, hereby declaring and certifying that the facts stated are true, and accordingly have hereunto set our hands this day of 19 .

Francisco A. Perez
FRANCISCO A. PEREZ
PRESIDENT.

BEFORE ME, a duly authorized Notary Public in the County _____
and State aforesaid, personally appeared _____
who are well known and known to me to be the _____
person described in and who executed the foregoing Articles of _____
Incorporation for the purpose therein expressed.

WITNESS my hand and seal on this 12th day of FEBRUARY
2000.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____

MBI DURABLE MEDICAL EQUIPMENT, INC.

2. The name and address of the registered agent and office is: _____

FRANCISCO A. PEREZ
4800 W. FLAGLER ST - SUITE 107, MIAMI, FLORIDA 33134

SIGNATURE _____

Francisco A. Perez
(corporate officer)

TITLE _____

President

DATE _____

2/12/2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE BY _____

Francisco A. Perez

DATE _____

2/12/2000

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00 FEB 17 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA