CAPITAL CONNECTION, INC. 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 1-800-342-8062 • Fax (850) 222-1222 100003226331---04/27/00--01038--001 *****35.00 *****35.00 Art of Inc. File Photo LTD Partnership File____ Foreign Corp. File____ L.C. File Fictitious Name File Trade/Service Mark_ Merger File Art. of Amend. File_ RA Resignation_ Dissolution / Withdrawal_ Annual Report / Reinstatement Cert. Copy_ Photo Copy_ Certificate of Good Standing Certificate of Status_ Certificate of Fictitious Name Corp Record Search Officer Search Fictitious Search Fictitious Owner Searc Signature Vehicle Search Driving Record Requested by: UCC 1 or 3 File_

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ARTICLES OF INCORPORATION

OF

A & C MEDICAL RENTALS, INC.

ARTICLE I - NAME

The name of this Corporation is A & C MEDICAL RENTALS, INC.

ARTICLE II - DURATION

OO APR 27 PM 12: OF SECRETARY OF STATE TALLAHASSEE, FLORIDA

The Corporation shall have perpetual existence commencing on the dates these Afficles of Incorporation are filed with the Florida Secretary of State's Office.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V - INITIAL CORPORATE OFFICE AND REGISTERED AGENT

The street address of the initial corporate office of the corporation is 2742 SW 8th Street, Suite 28, Miami, Florida 33125. The name and address of the initial registered agent for the Corporation is Anna Gonzalez, 2742 SW 8th Street, Suite 28, Miami, Florida 33125.

ARTICLE VI - BY-LAWS

The By-Laws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) initial Directors. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than two (2). The name and address of the Director of this Corporation is:

Name

Address

Anna Gonzalez

2742 SW 8th Street, Suite 28, Miami, Florida 33125

- .

Carlos Garcia

2742 SW 8th Street, Suite 28, Miami, Florida 33125

ARTICLE VIII - OFFICERS

The officers of the Corporation are:

<u>Name</u>

Office

Anna Gonzalez

President and Secretary

Carlos Garcia

Vice-President and Treasurer

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

<u>ARTICLE X - PREEMPTIVE RIGHTS</u>

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) as the price at which it is offered to others.

<u>ARTICLE XI - INCORPORATOR</u>

The name and address of the person signing these Articles of Incorporation is: Anna Gonzalez, 2742 SW 8th Street, Suite 28, Miami, Florida 33125.

ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, (Incorporator) Before me, a Notary Public authorized in the State and County set forth above, personally STATE OF FLORIDA COUNTY OF MIAMI-DADE appeared ANNA GONZALEZ, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of A & C MEDICAL RENTALS, \overline{NC} , and he acknowledged before me that he executed those Articles of Incorporation. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26 day of My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS <u>26</u> DAY OF <u>CDV</u>, 2000.

ANNA GONZALEZ

OO APR 27 PN 12: 00
SECRETARY OF STATE