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OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE

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3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

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

1. ALLIED MEDICAL EQUIPMENT AND SUPPLIES,
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #) INC.

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

Walk in Pick up time 2:00

Certified Copy

Mail out Will wait

Photocopy

Certificate of Status

RECEIVED
00 MAY -5 AM 11:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
00 MAY -5 PM 1:50
FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-05/05/00-01037-001
*****78.75 *****78.75

T BROWN MAY
Examiner's Initials 52000

ARTICLES OF INCORPORATION
OF
ALLIED MEDICAL EQUIPMENT AND SUPPLIES, INC.

FILED
00 MAY -5 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the law of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME:

The name of the corporation shall be: **ALLIED MEDICAL EQUIPMENT AND SUPPLIES, INC.**

ARTICLE TWO

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To operate, own, manage, or otherwise conduct a medical equipment and supplies business, including but not limited to retail sales, wholesale, purchase, or other related commercial activity.
2. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.
3. To contract debts and borrow money, issue and sell or pledge bonds, debenture, notes, and other evidence of indebtedness, and executed such mortgages, transfers or corporate property, or other instruments to secure the payments of corporate indebtedness as required.
4. To purchase the corporate assets of any other corporation and engage in the same or other character or business.

5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares or the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock..
6. To engage in any activities or business permitted under the laws of the United States and Florid.
7. To do such other things as are incidental to the foregoing or necessary or desirable to order to accomplish the foregoing.

ARTICLE FOUR

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1000 Such shares shall be of a sing class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial and principal/registered office of the corporation and name of its initial registered agent at such address is:

SERGIO O. RUIZ
7900 N.W. 27TH St. Suite 169
Miami, Florida 33147

ARTICLE SIX

The name and address of each incorporator is:

Sergio O. Ruiz
1301 S.W. 126-Place
Miami, Florida 33184

ARTICLE SEVEN

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the sane kind, claás, 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) at the price at which the new stock is offered to others.

ARTICLE EIGHT

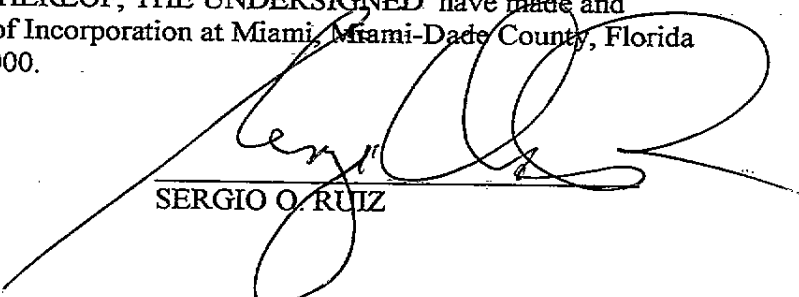
INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE NINE

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

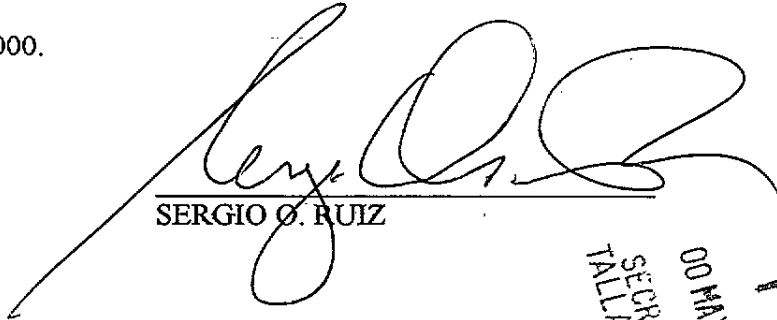
IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed this Articles of Incorporation at Miami, Miami-Dade County, Florida on the 1st day of May, 2000.


SERGIO O. RUIZ

ACKNOWLEDGMENT AND ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designed in these Articles 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 of the Florida General Corporation.

Dated May 1st, 2000.



SERGIO O. RUIZ

FILED
00 MAY - 5 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MIAMI-dade

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared to me known to be the persons described as subscribers in and who executed the foregoing described Articles of Incorporation, and they acknowledged before me that they subscribed their names hereto for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida this 1st day of May, 2000.


NOTARY PUBLIC, STATE OF FLORIDA
My commission expires: 6-21-2002



DV MARSH

OFFICIAL NOTARY SEAL
DV MARSH
COMMISSION NO. 0028230
MY COMMISSION EXPIRES 06/21/2002