

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-3870 • 1-800-342-8062 • Fax (850) 222-1222

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Baylor Medical, Inc

+00003248684--3
-05/11/00--01074--021
*****78.75 *****78.75

- ☒ Art of Inc. File _____
- ____ 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 Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

FILED
00 MAY 11 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 MAY 11 PM 1:34
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

T. SMITH MAY 11 2000

**ARTICLES OF INCORPORATION
OF
BAYLOR MEDICAL, INC.**

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is **Baylor Medical, Inc.** and its principal office and mailing address is 1211 Tech Blvd., Suite 101, Tampa, Florida 33619.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on May 3, 2000.

ARTICLE III

General Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock that this corporation shall be authorized to have outstanding at any one time shall be one hundred million shares of common stock at no par value per share and fifty million shares of preferred stock at no par value per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

00 MAY 11 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of the initial registered office of the corporation shall be 1211 Tech Blvd., Suite 101, Tampa, Florida 33619, and the initial registered agent of the corporation at such address is David B. Howe.

ARTICLE VI

Directors and Officers

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall not be less than one (1) and subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided by the By-Laws. The name and address of the new Board of Director and Officers are as follows.

David B. Howe, Chairman of the Board, President, Secretary/Treasurer
1211 Tech Blvd., Suite 101, Tampa, Florida 33619

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the bylaws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS **WHEREOF**, the undersigned has executed these Articles this 5th day of May, 2000.




David B. Howe

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

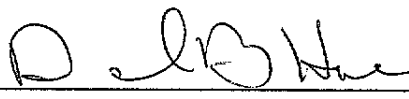
Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, Baylor Medical, Inc., desiring to organize under the laws of the State of Florida, hereby designate David B Howe, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and 1211 Tech Blvd., Suite 101, Tampa, Florida 33619 the business office of its Registered Agent, as its Registered Office.

Baylor Medical, Inc.

By: 
David B. Howe

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.


David B. Howe

FILED
00 MAY 11 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA