

David S. Eldredge, P.A.
ATTORNEY AT LAW

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00 MAY 18 PM 1:12

RECEIVED
STATE
CLERK OF COURTS
TALLAHASSEE, FLORIDA

May 15, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300003258083--6
05/18/00-01119-010
*****70.00 *****70.00

Re: J-MAC INDUSTRIES, INC.

Dear Sir:

Enclosed please find the Articles of Incorporation for the above-named corporation, together with my check in the amount of \$70.00 to cover the filing costs.

Kindly acknowledge receipt and filing of same by placing your date stamp on the enclosed copy of the Articles of Incorporation and return same to the undersigned in the envelope provided.

If you should require additional information, please don't hesitate to contact me.

Sincerely,



David S. Eldredge
Attorney At Law

DSE/rs

Enclosures

**ARTICLES OF INCORPORATION
OF
J-MAC INDUSTRIES, INC.**

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CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby associates herself to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

J-MAC INDUSTRIES, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is the to manufacture wheelchairs and related items; and to engage in every and any respect and phase of any and every lawful business, including, but not limited to, the following activities:

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 of the corporation, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a par value of One Dollar and NO/100 (\$1.00). The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is **ONE HUNDRED DOLLARS**.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 73 Uhl Path, Palm Coast, FL 32164. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTOR AND SHAREHOLDER

The corporation shall have one director and shareholder initially. Then number of directors may be increased from time to time, by By-laws adopted by the stockholders.

The name and post office address of the initial director and shareholder is:

<u>NAME</u>	<u>ADDRESS</u>
JOHN I. Mc DONOUGH Director/Shareholder	73 Uhl Path Palm Coast, FL 32164
JUDY B. Mc DONOUGH Vice President	73 Uhl Path Palm Coast, FL 32164
DARRELL E. Mc DONOUGH Secretary/Treasurer	73 Uhl Path Palm Coast, FL 32164

ARTICLE VIII. INITIAL OFFICER

The name and post office address of the initial officer is:

<u>NAME</u>	<u>ADDRESS</u>
JOHN I. Mc DONOUGH President/Secretary/Treasurer	73 Uhl Path Palm Coast, FL 32164
JUDY B. Mc DONOUGH Vice President	73 Uhl Path Palm Coast, FL 32164
DARRELL E. Mc DONOUGH Secretary/Treasurer	73 Uhl Path Palm Coast, FL 32164

ARTICLE IX. INCORPORATOR

The name and post office address of the sole incorporator of these Articles of Incorporation is:

NAME

ADDRESS

JOHN I. Mc DONOUGH

73 Uhl Path
Palm Coast, FL 32164

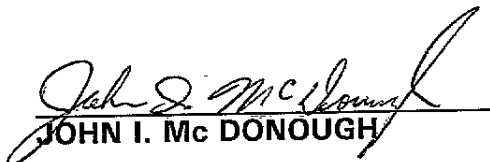
ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended only by the unanimous vote of the stockholders.

ARTICLE XI. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be JOHN I. Mc DONOUGH, to accept service of process within the State as to this corporation.

The Registered Agent and office of the Corporation may be changed by the Corporation at any time in accordance with the provisions of Florida law.

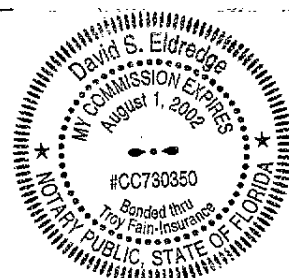

JOHN I. Mc DONOUGH

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JOHN I. Mc DONOUGH, to me personally known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before that JOHN I. Mc DONOUGH subscribed to those Articles of Incorporation. Declarant is personally known to me, or produced a driver's license as identification.

Witness my hand and official seal in the County and State named above this
JOHN I. Mc DONOUGH.


NOTARY PUBLIC

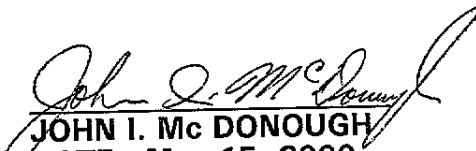


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

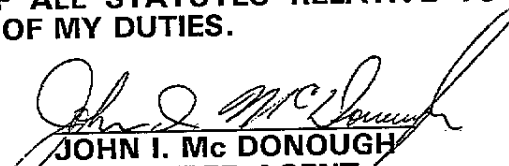
FILED
00 MAY 18 PM 1:12
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
PALM BEACH COUNTY, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT J-MAC INDUSTRIES, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 73 UHL PATH, PALM COAST, FL 32164 HAS NAMED
JOHN I. Mc DONOUGH, 73 UHL PATH, PALM COAST, FL 32164 AS ITS
REGISTERED AGENT AND OFFICE TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.


JOHN I. Mc DONOUGH
DATE: May 15, 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.


JOHN I. Mc DONOUGH
REGISTERED AGENT

DATE: May 15, 2000