

P000000068222

LAW OFFICES OF
RICHARD J. DAFONTE, P.A.

1000 Belcher Road South
Suite 2
Largo, Florida 33771
(727)536-8882
Fax(727) 536-7739

July 11, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

900003322039--4
-07/13/00--01048--013
*****70.00 *****70.00

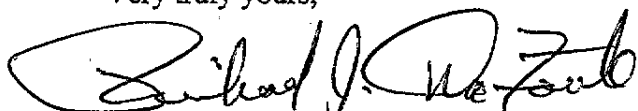
Re: **AMERICAN WHEELCHAIRS, INC**

Gentlemen:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$70.00 to cover the filing fees.

Please file the original and return to me a certified copy of the same. Thank you.

Very truly yours,



Richard J. DaForte

RJD/kmd

Enclosures

FILED
00 JUL 13 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gy 7/18

ARTICLES OF INCORPORATION
OF
AMERICAN WHEELCHAIRS, INC.

FILED
00 JUL 13 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Location

1.1. The name of the corporation is **AMERICAN WHEELCHAIRS, INC.** The mailing address of the corporation is 704 Brookside Drive, Clearwater, Florida 33764.

ARTICLE II

Duration

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

3.1 This corporation is organized for the purpose of operating a sale and service of durable medical equipment and transacting any and all lawful business.

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue 7500 shares of stock of \$1.00 par value common stock.

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

6.1 The street address of the initial registered office of this corporation is 1000 Belcher Road South, Suite 2, Largo, Florida 33771 and the name of the initial registered agent of this corporation is RICHARD J. DAFONTE, ESQUIRE.

ARTICLE VII

Initial Board of Directors

7.1 This corporation shall have one (1) director initially.

7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

7.3 The name and address of the initial directors of this corporation is:

NEIL HENNIGAR, 704 Brookside Drive, Clearwater, Florida 33764.

ARTICLE VIII

Incorporators

8.1 The name and address of the person signing these Articles is:

NEIL HENNIGAR, 704 Brookside Drive, Clearwater, Florida 33764.

ARTICLE IX

Indemnification

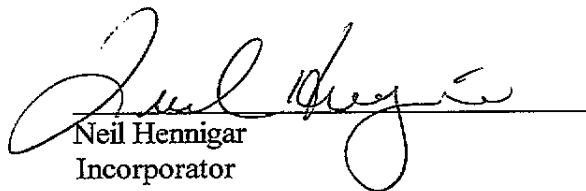
9.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X

Amendment

10.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on 11/14 day of July, 2000.


Neil Hennigar
Incorporator

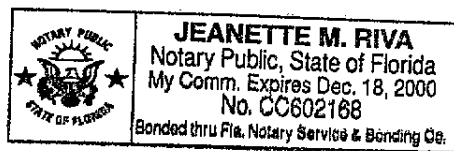
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared Neil Hennigar, who provided his FLDLH 526 624 53 780 as identification and he acknowledged to me that he executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 11/14 day of July, 2000.



NOTARY PUBLIC

My Commission Expires:



CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for **AMERICAN WHEELCHAIRS, INC.**, at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

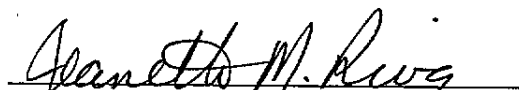

RICHARD J. DAFONTE

STATE OF FLORIDA)
COUNTY OF PINELLAS)

FILED
00 JUL 13 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared RICHARD J. DAFONTE, to me well known and he acknowledged that he executed the foregoing Consent of Registered Agent for the purposes therein expressed on behalf of the corporation.

SWORN TO AND SUBSCRIBED before me this 11th day of July, 2000. ____


NOTARY PUBLIC
My Commission Expires:

