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November 1, 2000

Ahmad Y. Saidi, Registered Agent  
2840 Kinnon Drive  
Orlando, FL 32817  
(407) 380-7333

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

800003453198--0  
-11/06/00-01088-007  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

RE: REGISTRATION OF NEW SUB-S CORPORATION

Dear Sir:

EFFECTIVE DATE  
11-1-00

Enclosed, please find an original and copy of the Articles of Incorporation to the newly established Sub-S corporation under the name of:

AMERICAN INTERNATIONAL MEDICAL SERVICES, INC.

Enclosed also is a money order in the amount of \$ 78.50 as fee for this registration.

Respectfully yours,



Ahmad Y. Saidi,  
Registered Agent.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 NOV - 6 AM 6:11

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

For

### *AMERICIAN INTERNATIONAL MEDICAL SERVICES, INC.*

We, the undersigned, subscribers of these Articles of Incorporation, each a natural person competent to contract, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, and to the end hereby certify to the facts herein set forth as required by law. EFFECTIVE DATE ----- NOVEMBER 1, 2000.

ARTICLE I  
NAME

EFFECTIVE DATE

11-1-00

The name of this corporation is:

AMERICIAN INTERNATIONAL MEDICAL SERVICES, INC.,

ARTICLE II  
PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the law of the united States, the State of Florida or any other state, county, city or nation. The general nature of business to be transacted shall include but not limited to:

SECTION A: To engage in every aspect and phase of medical services, cardiopulmonary services and home health care including, but not limited to any care for patients at hospitals, clinics or homes to provide services related to respiratory therapy, cardiopulmonary diagnostics, sleep apnea and all aspects of nursing care and any other medical modalities.

SECTION B: To manufacture, purchase, or otherwise acquire, dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description in the medical filed or other fields serving the community.

SECTION C: To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate properties or other instruments to secure the payment of corporate indebtedness as required.

**SECTION D:** To conduct business in, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal properties, including franchises, patents, trademarks, licenses, in the State of Florida, other states and global countries.

**SECTION E:** To purchase the corporate assets of any other corporation and engage in the same or other character of business.

**SECTION F:** 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 evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all rights, powers, and privileges of ownership, including the right to vote such stock.

### **ARTICLE III CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 of common stock having a value of \$0.01 per share, with the consideration to be paid for each share to be in money, property, or services as may be fixed by the board of directors.

### **ARTICLE IV INITIAL CAPITAL**

The amount of capital with which this corporation will begin business shall not be less than five hundred (500.00) dollars.

### **ARTICLE V ADDRESS**

The principal office of this corporation shall be located at 2840 Kinnon Drive, Orlando, Orange county, Florida 32817, and its post office address shall be the same. The corporation may establish and maintain office at such other places in the United States of America or in any foreign country, as the board of directors may from time to time determine.

### **ARTICLE VI TERM**

This corporation shall have perpetual existence

### **ARTICLE VII DIRECTORS**

SECTION A: Number of directors: The number of Directors of this corporation shall be the number from time to time fixed by the shareholders in accordance with the by-laws, but at no time the number shall be less than one such director.

SECTION B: Initial Directors: The names and post office address of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
TALAL E. HILAL	1101 N. Maitland Ave, Maitland, Fl 32751

#### ARTICLE VIII OFFICERS

The Officers of this Corporation shall be President, two vice-presidents, a secretary, a treasurer, and any other such officers and agents as may be provided by the by-laws. All officers, agents and directors shall be chosen in such manner and hold their offices for such term and shall have such power and duties, and may be removed as may be provided in the by-laws. Any person may hold more than one office.

Initial officers of this corporation will be as follows:

TALAL E. HILAL, President, Secretary and Treasurer

#### ARTICLE IX SUBSCRIBERS

The names and post office address of the subscribers of these Articles of Incorporation and the number of shares of stock each subscriber agrees to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
TALAL E. HILAL	1101 N. Maitland Ave, Maitland, Fl 32751	1000

#### ARTICLE X REGISTERED OFFICE AND REGISTERED AGENT


AHMAD Y. SAIDI, 2840 Kinnon Drive, Orlando, Fl 32817 is designated as the Agent of Records to accept service of process within the State of Florida for the corporation.


#### ARTICLE XI AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholders' meeting by the majority of stock issued and entitled to be voted,

unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN THE WITNESS WHEREOF, we have made subscribes and acknowledged these Articles of Incorporation, this 11<sup>th</sup> Day of November, 2000.

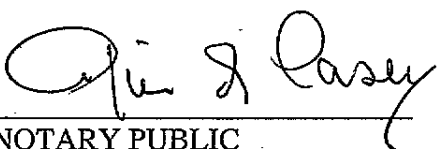
  
TALAL HILAL                      11/1/2000  
DATE

  
AHMAD Y. SAIDI, Registered Agent. DATE

STATE OF FLORIDA) )  
COUNTY OF ORANGE)

I, HEREBY CERTIFY that before me, a notary Public duly authorized in the State and County named above to take acknowledgment, personally appeared Dr. Talal E. Hilal who executed the foregoing Articles of Incorporation. He acknowledged before me that he subscribed to these Articles of Incorporation and presented himself as the Registered Agent. He is known to me (✓). He presented his Florida Driver's License # .....as means of identification.

Witness my hand and official seal in the County of Orange, State of Florida, this is the 11<sup>th</sup> Day of Nov......2000.

  
NOTARY PUBLIC

AFIEN J. CASEY  
Notary Public, State of Florida  
My comm. exp. Aug. 17, 2003  
Comm. No. 06890085

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 NOV - 6 AM 6:11

FILED