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Zimmer & Lawson Accounting Services

2403 STATE STREET TAMPA, FLORIDA 33609 813-354-8301 FAX 813-354-8201

November 7, 2000

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*****78.75 *****78.75

TO: Division of Corporations
P.O. box 6327,
Tallahassee, FL. 32314

Enclosed Articles of Incorporation for Republic Medical Solutions, Inc. and an extra copy, and the check for \$78.75.

From: ZIMMER & LAWSON ACCOUNTING SERVICE

2403 State Street
Tampa, FL. 33609
813-354-8301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 13 PM 12:48

11/15/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 NOV 13 PM 12:48

ARTICLES OF INCORPORATION
OF
REPUBLIC MEDICAL SOLUTIONS, INCORPORATED

THE UNDERSIGNED INCORPORATORS OF THESE ARTICLES OF
INCORPORATION, A NATURAL PERSONS COMPETENT, HEREBY PRESENTS
THESE ARTICLES OF INCORPORATION FOR THE FORMATION OF A CORP-
ORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I NAME

THE NAME OF THE CORPORATION IS: REPUBLIC MEDICAL SOLUTIONS,
INCORPORATED.

ARTICLE II EXISTENCE

THE CORPORATION SHALL COME INTO EXISTENCE IMMEDIATELY
UPON THE FILING OF THESE ARTICLES OF INCORPORATION AND SHALL HAVE
A PERPETUAL EXISTENCE THEREAFTER.

ARTICLE III NATURE OF BUSINESS

THE NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES
PROPOSED TO BE TRANSACTED, PROMOTED, OR CARRIED ON ARE TO ENGAGE
IN ANY AND ALL LAWFUL BUSINESSES IN THE STATE OF FLORIDA, INCLUDING
PROVIDING MEDICAL EQUIPMENT FOR PATIENTS AND SERVICE.

ARTICLE VII BOARD OF DIRECTORS

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF THOSE
DIRECTORS WHOSE NAME AND ADDRESSES ARE AS FOLLOWS;

PRESIDENT; FELIX J. MENENDEZ
SS# 595-32-7344
8704 STEWART POND LANE
TAMPA, FL. 33625

ARTICLE VIII INCORPORATORS

THE NAME AND ADDRESS OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION IS:

FELIX J. MENENDEZ
SS# 595-32-7344
8704 STEWART POND LANE
TAMPA, FL. 33625

PRESIDENT

ARTICLE IX CHAPTER "S"

THE DIRECTORS SHALL BE AUTHORIZED TO MAKE A
DECLARATION AS MAYBE NECESSARY TO CAUSE THE CORPORTION TO QUALIFY FOR

TREATMENT AS AN "S" CORPORATION UNDER SECTION 1362 OF THE INTERNAL REVENUE CODE.

ARTICLE X AMENDMENTS

THE ARTICLE OF INCORPORATION MAYBE AMENDED IN THE MANNER AS PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE SHAREHOLDERS, AND APPROVED AT A SHAREHOLDERS MEETING BY AMAJORITY OF THE STOCK ENTITLED TO VOTE THEREON. UNLESS ALL DIRECTORS AND ALL THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE. ALL RIGHTS OF THE SHAREHOLDERS ARE SUBJECT TO THESE RESERVATIONS.

ARTICLE XI

THE SHAREHOLDERS OF THE COMMON STOCK OF THIS CORPORATION SHALL HAVE PRESCRIPTIVE RIGHTS TO THE SHARES OF COMMON STOCK OR ANY OTHER TYPE OF STOCK OF THIS CORPORATION HEREAFTER ISSUED.

INWITNESS WHEREOF, THE INCORPORATORS ABOVE NAMED, HERE UNTO SET THEIR HANDS AND SEALS ON THIS 2nd DAY OF NOV. 2000. FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS FOR THE STATE OF FLORIDA AND MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE IN THE OFFICE OF THE SECRETARY OF THE STATE OF FLORIDA. THESE ARTICLES OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 NOV 13 PM 12:48

ARTICLE IV CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THE CORPORATION IS AUTHORIZED TO HAVE AT ANY ONE TIME IS 500 SHARES OF COMMON STOCK. WITH THE BREAKDOWN FELIX J. MENENDEZ 500 SHARES OF COMMON STOCK.

ARTICLE V INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS IS \$1000.00.

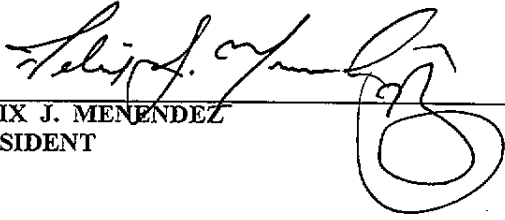
ARTICLE VI ADDRESS & REGISTERED AGENT

THE POST OFFICE ADDRESS OF THE CORPORATION PRINCIPAL BUSINESS OFFICE IS 8704 STEWART POND LANE, TAMPA, FL. 33625. THE NAME AND ADDRESS OF ITS INITIAL REGISTERED AGENT IS ESTHER GONZALEZ NUNEZ 8704 STEWART POND LANE, TAMPA, FL. 33625. THE BOARD OF DIRECTORS FROM TIME MAY MOVE THE REGISTERED AGENTS OFFICE TO ANY OTHER OFFICE IN THE STATE OF FLORIDA. I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

Esther Gonzalez SIGNED THIS DAY 11/7/00

INCORPORATION AND CERTIFY THAT THE FACTS

HEREIN STATED ARE TRUE:

A handwritten signature in cursive script, appearing to read "Felix J. Menendez", is written over a horizontal line. The signature is fluid and stylized, with a large loop at the end.

FELIX J. MENENDEZ
PRESIDENT