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Christopher E. Mast, P.A.

Christopher E. Mast, P.A.  
745 12<sup>th</sup> Avenue South, Ste. B  
Naples Florida 34102  
941/434-5922  
Fax: 941/434-6355

January 31, 2001

100003631181--8  
-02/02/01--01103--022  
\*\*\*\*122.50 \*\*\*\*\*78.75

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

Re: Medical Equipment Exchange, Inc.

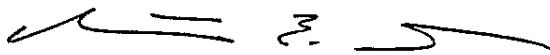
Dear Sir or Madam:

Please find enclosed for filing an original and one copy of the Articles of Incorporation and Designation of Registered Agent/Registered Office with Acceptance along with my check in the sum of \$122.50 in payment of the filing fee.

After filing, please return a certified copy to my attention at the address indicated above.

If you have any questions, please do not hesitate to contact my office.

Sincerely,



Christopher E. Mast, Esquire  
Attorney at Law

FILED  
01 FEB -2 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MEDICAL EQUIPMENT EXCHANGE, INC.

FILED  
01 FEB -2 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MEDICAL EQUIPMENT EXCHANGE, INC..

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand shares of one dollar (\$ 1. 00) par value common stock which shall be designated as "common shares."

## ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 1059 5<sup>th</sup> Avenue North, Naples, Florida 34102 and the name of the initial registered agent of this corporation at the address is Christopher E. Mast. The street address of the principal office is 200 Goodlette Road South, Unit 9, Naples, Florida 34102 and the mailing address is the same.

## ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by vote of the shareholders, however, there shall never be less than one director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

Raymond T. Jones  
200 Goodlette Road South, Unit 9  
Naples, Florida 34102

## ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

Raymond T. Jones  
200 Goodlette Road South, Unit 9  
Naples, FL 34102

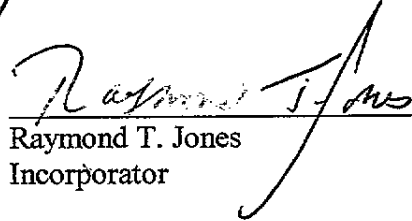
## ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

## ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 30 day of January, 2001.

  
\_\_\_\_\_  
Raymond T. Jones  
Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 30th day of  
January, 2001, by Raymond T. Jones [X], who is personally known to me or [ ], who has  
produced a valid \_\_\_\_\_ as identification.

Seal



Christopher E Mast  
My Commission CC829173  
Expires May 31 2003

Christopher E. Mast

Notary Public

Printed name: CHRISTOPHER E. MAST

CERTIFICATE DESIGNATING

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement designating the Registered Agent/Registered Office in the State of Florida.

1. The name of the corporation is: MEDICAL EQUIPMENT EXCHANGE, INC.
2. The name and address of the registered agent and registered office is:

Christopher E. Mast  
1059 5<sup>th</sup> Avenue North  
Naples, Florida 34102

DATED: January 30, 2001

BY: Raymond T. Jones  
Raymond T. Jones  
Corporate Director

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and to act in that capacity, and I further state that I am familiar with, and accept, the obligations provided for in Section 607.0501, Florida Statutes, and to comply with the provisions of all other statutes relative to the proper and complete performance of my duties.

DATED: Jan. 30, 2001

BY: Christopher E. Mast  
Christopher E. Mast

FILED  
01 FEB -2 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA