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2003 AUG 14 PM 5:00

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BASIC AMENDMENT

A & D MEDICAL EQUIPMENT CORP.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

*Amended & Restated
Art.*

08/15/03 Dc

AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes effective August 7th, 2003. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name. If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: A & D Medical Equipment Corp.

Old Name:

Article II. Address. The Corporation's mailing address is:

A & D Medical Equipment Corp.

3455 East 4 Avenue

Suite 1

Hialeah FL 33013

Article III. Registered Agent. The Corporation's registered agent is:

Teresa Sampedro

3455 East 4 Avenue

Suite 1

Hialeah FL 33013

Article IV. Officers. The Corporation's officers are:

President Dalia Ricardo Secretary Dalia Ricardo

Treasurer Teresa Sampedro Vice President Teresa

Sampedro

Lizabeth F. Calvo I FL Bar Member 40657

Lizabeth F. Calvo, P.A.

328 Crandon Boulevard

Suite 226

Key Biscayne FL 33149

305-365-0902

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Article V. Board of Directors. The Corporation's affairs shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name of each member of the Corporation's Board of Directors is:

Dalia Ricardo

Teresa Sampedro

Article VI. Capital Stock. The Corporation shall have the authority to issue 100 shares of common stock, par value \$10.00 per share.

Article VII. Corporate Existence. The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

A & D Medical Equipment Corp.

By: [Signature]

Name: Teresa Sampedro

Title: Vice President

Date: 8/1/03

Lizabeth F. Calvo | FL Bar Member 40657

Lizabeth F. Calvo, P.A.

328 Crandon Boulevard Suite 226

Key Biscayne FL 33149

305-365-0902

H030002497821

**CERTIFICATE OF
DESIGNATION
REGISTERED AGENT/OFFICE**

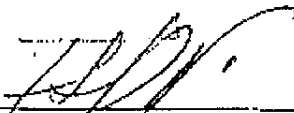
CORPORATION:

A & D Medical Equipment Corp.

REGISTERED AGENT/OFFICE:

**Teresa Sampedro
3455 East 4 Avenue
Suite 1
Hialeah FL 33013**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Date: 8/7/2003

**Lizabeth F. Calvo | FL Bar Member 40657
Lizabeth F. Calvo, P.A.
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149
305-365-0902**