

PO1000046070

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800069292798

04/10/06--01028--007 \*\*35.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2006 APR 10 AM 11:22

Amended & Restated Art.

7B  
4/13



799 Brickell Plaza, Suite 700  
Miami, Florida 33131  
[www.hitebaldwin.com](http://www.hitebaldwin.com)

April 06, 2006

305.373.8100 tel  
305.373.8180 fax

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

Re: Scarlet's Medical Supply, Inc.  
Document No. P01000046070

Dear Sir or Madam:

Enclosed are the Amended and Restated Articles of Scarlet's Medical Supplies, Inc.  
and a check in the amount of \$35.00 for the filing fee.

If you should have any questions, please contact me.

Very truly yours,  
HITE BALDWIN, P.L.

A handwritten signature in black ink, appearing to read "Nicolas Johnson", written in a cursive style.

Nicolas Johnson

NJ/  
Encls.

COMPANY RESOLUTION OF SCARLET'S MEDICAL SUPPLIES, INC.

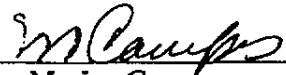
WHEREAS, on January 8, 2006, the shareholders of Scarlet's Medical Supplies, Inc., a Florida corporation (the "Company"), desired to amend the Articles of Incorporation of the Company to provide that Jandry Lopez was the sole shareholder, officer and director of the Company, to obtain governmental approvals of the transfer of ownership of the shares of stock of the Company to Jandry Lopez.

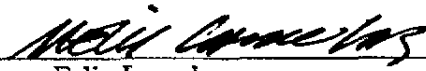
WHEREAS, on January 8, 2006, the shareholders of the Company authorized Jandry Lopez to file, and Jandry Lopez did file an Annual Report for the Company on February 16, 2006, and an Amended and Restated Articles of Incorporation of the Company on February 27, 2006, identifying himself as the owner all of the authorized, issued and outstanding stock of the Company, and electing himself to be the sole member of the board of directors and to serve as Registered Agent, President, Secretary and Treasurer of the Company, for purposes of obtaining governmental approvals of the transfer of ownership.

WHEREAS, for purposes of obtaining governmental approvals of the transfer of ownership, the shareholders now desire to to amend the Articles of Incorporation of the Company to remove Jandry Lopez as shareholder, officer and director of the Company, effective February 16, 2006.

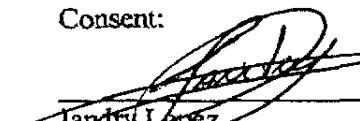
NOW, THEREFORE, be it RESOLVED that the undersigned Vice President is authorized to execute and file Amended and Restated Articles of Incorporation identifying Felix Lamela and Marina Campos as the shareholders, officers and directors of the Company, and removing Jandry Lopez as shareholder, officer and director of the Company, effective February 16, 2006.

IN WITNESS WHEREOF, the undersigned shareholders, officers and directors of the Company have executed this Resolution effective February 16, 2006.

  
\_\_\_\_\_  
Marina Campos  
Shareholder, Director and Vice President  
Date: 04/06/06

  
\_\_\_\_\_  
Felix Lamela  
Shareholder, Director and Vice President  
Date: 04/06/06

Consent:

  
\_\_\_\_\_  
Jandry Lopez  
Date: 04/06/06

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
SCARLET'S MEDICAL SUPPLIES, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2006 APR 10 AM 11:22

In compliance with the requirements of Sections 607.1003 and 607.1007, Florida Statutes, the undersigned, being a shareholder, director and President of Scarlet's Medical Supplies, Inc., a Florida corporation (the "Corporation"), document no. P01000046070, files the following Amended and Restated Articles of Incorporation of Scarlet's Medical Supplies, Inc., for the purposes set forth below. The original Articles of Incorporation were filed with the Secretary of State of the State of Florida on May 8, 2001.

These Amended and Restated Articles of Incorporation contain amendments requiring shareholder approval, and such amendments were recommended, adopted and approved by a unanimous written consent of the shareholders, directors and officers of the Corporation on March 30, 2006, and are effective January 8, 2006. The amendments change the shareholders, officers, and directors of the Corporation.

ARTICLE I

**CORPORATE NAME.** The name of the corporation shall be SCARLET'S MEDICAL SUPPLIES, INC. (the "Corporation").

ARTICLE II

**ADDRESS.** The principal business and mailing address of the Corporation shall be: 11117 W. Okeechobee Road, Unit 214, Hialeah Gardens, Florida 33018.

ARTICLE III

**SHARES.** The maximum number of shares this Corporation shall be authorized to issue is Five Hundred (500) shares, par value \$1.00 per share, all of which shall be common shares. Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the shares to be issued. All shares issued shall be fully paid and nonassessable. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. Any amendment to the Articles increasing the maximum number of shares this Corporation is authorized to issue must be approved by a unanimous vote of the shareholders.

ARTICLE V

**REGISTERED AGENT AND REGISTERED ADDRESS.** The name and street address of the Corporation's registered agent are: Jandry Lopez, 11117 W. Okeechobee Road, Unit 214, Hialeah Gardens, Florida 33018.

ARTICLE VI

SHAREHOLDERS, OFFICERS AND BOARD OF DIRECTORS. The sole shareholders, officers and board of directors shall consist of:

Felix Lamela, President, Director and Shareholder  
11117 W. Okeechobee Road, Unit 214  
Hialeah Gardens, Florida 33018

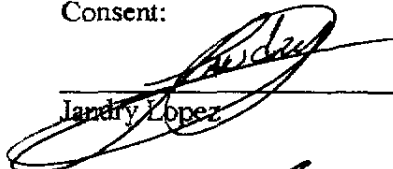
Marina Campos, Vice President, Director and Shareholder  
11117 W. Okeechobee Road, Unit 214  
Hialeah Gardens, Florida 33018

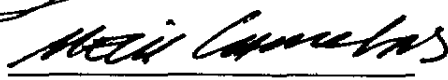
IN WITNESS WHEREOF, the undersigned Vice President has executed these Amended and Restated Articles of Incorporation of Scarlet's Medical Supplies, Inc. effective on the 8<sup>th</sup> day of January, 2006.

SCARLET'S MEDICAL SUPPLIES, INC.

By:   
Marina Campos  
As its Vice President

Consent:

  
Jandry Lopez

  
Felix Lamela