

PO1000076978

TRANSMITTAL LETTER

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

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-07/26/01--01049--004
*****87.50 *****87.50

SUBJECT: Rhodes Medical Products, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: W. Alan Winter, Esquire, P.A.
Name (Printed or typed)

Winter Law Firm, 310 Third Street
Address

Neptune Beach, Florida 32266
City, State & Zip

(904) 242-0222
Daytime Telephone number

FILED
01 AUG -6 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

T. Burch AUG 6 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 30, 2001

WINTER LAW FIRM
ATTN: W. ALAN WINTER, ESQ.
310 THIRD STREET
NEPTUNE BEACH, FL 32266

SUBJECT: RHODES MEDICAL PRODUCTS INC.
Ref. Number: W01000017443

We have received your document for RHODES MEDICAL PRODUCTS INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 901A00043927

**ARTICLES OF INCORPORATION
of
RHODES MEDICAL PRODUCTS INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is Rhodes Medical Products Inc.

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

2408 Pine Island Court
Jacksonville, FL 32224

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE III
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

W. Alan Winter Esquire
The Winter Law Firm
310 Third Street
Duval County
Neptune Beach, Florida, 32266

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Steven L. Rhodes, D.C.
2408 Pine Island Court
Jacksonville, Florida, 32224

Neil M. Olshefski
14603 Beach Boulevard
Jacksonville, Florida, 32250

W. Alan Winter, Esquire
308 Ocean Boulevard
Atlantic Beach, Florida, 32233

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

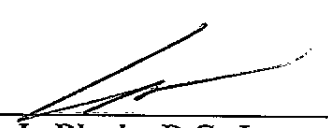
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



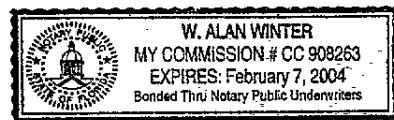
Steven L. Rhodes D.C., Incorporator
2408 Pine Island Court
Jacksonville, Florida, 32224 *SH*

State of Florida, County of Duval, ss:

Subscribed and sworn to (or affirmed) before me this 24th day of July, 2001.



Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

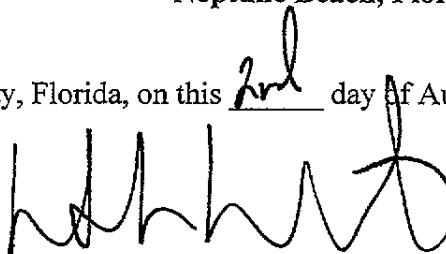
**ACCEPTANCE BY REGISTERED AGENT
FOR
RHODES MEDICAL PRODUCTS INC.**

Having been named as registered agent to accept service of process for **Rhodes Medical Products Inc.** at the place designated in the Articles of Incorporation of Rhodes Medical Products Inc., and as confirmed below, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Name of Registered Agent: **W. Alan Winter, Esquire**

Address of Registered Agent: **The Winter Law Firm
310 Third Street
Duval County
Neptune Beach, Florida, 32266**

Dated in Neptune Beach, Duval County, Florida, on this 2nd day of August, 2001.



W. Alan Winter, Esquire/Registered Agent



Steven L. Rhodes, D.C./Incorporator