

P01000094965

Miami, September 13, 2001

FILED

01 SEP 27 PM 1:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Fla. 32314

500004614605--1
-09/27/01--01103--001
****135.00 *****87.50

RE: Redland Medical Equipments and Pharmacy, Inc.

Dear Sirs:

Enclosed please find Articles of Incorporation of the above captioned corporation, together with our check in the amount of \$ 135.00 (ONE HUNDRED AND THIRTY FIVE DOLLARS) representing the filing fee thereof and a certified photocopy fee, a Register Agent Designation and Certificate of Status.

If the same were in order, I would appreciate your returning a copy to us. Please use the photocopy sent by us.

Very truly yours,



Emilio R. Seijo
1315 W. 25 Plane. Apt. 2

Miami, FL. 33010



REF No. W0100021693



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 19, 2001

EMILIO R. SEIJO
1315 W. 25 PLANE, APT 2
MIAMI, FL 33010

SUBJECT: REDLAND MEDICAL EQUIPMENTS AND PHARMACY, INC.
Ref. Number: W01000021693

We have received your document for REDLAND MEDICAL EQUIPMENTS AND PHARMACY, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

The fees for profit and nonprofit, domestic or foreign are as follows:

Filings Fees:	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

The registered agent and street address must be consistent wherever it appears in your document.

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) 245-6924.

Kimberly Rolfe
Corporate Specialist Supervisor
New Filings Section

Letter Number: 601A00052380

FILED
01 SEP 27 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

Redland Medical Equipments and Pharmacy, Inc.

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership, limited partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of State of Florida.

ARTICLE I - NAME

The name under which this corporation will conduct its business and be known and recognized is:

Redland Medical Equipments and Pharmacy, Inc.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to transacted by this corporation shall be: MEDICAL SUPPLIES, MEDICINES AND DISCOUNT ITEMS and any related activity and any and all activities permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of ONE DOLLAR (\$ 1.00) par value common stock.

The amount of capital with which the corporation shall begin business not be less than ONE HUNDRED (\$ 100.00) dollars, or such greater amount as may be required by law.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by written consent of all its shareholders or an act of the corporation to take that effect takes place.

ARTICLE V - ADDRESS

The initial place of business address of this corporation in the state of Florida is:

19756 S.W. 177 Ave.
Miami, Fl. 33187

The registered office address for this corporation in the State of Florida will be:

1315 W. 25 Plane. Apt. 2
Hialeah, Fl. 33010

Its registered agent:

Emilio R. Seijo

The board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI - SHAREHOLDERS

Shareholder meetings will take place once a year within or without the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the board of Directors.

ARTICLE VII - DIRECTORS

This corporation shall have one Director initially. The number of directors may be increased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of corporation, and any person who serve at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of this having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for

negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provision shall no exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to , or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such a firm so interested shall be disclosed or shall have been known to the Board of Directors or such a members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Director of corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contact or transaction, with the like force and effect as if her were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTOR

The names and post office addresses of the members of the first Board of Directors are:

NAME

ADDRESS

Emilio R. Seijo

1315 W. 25 Plane. Apt. 2
Hiialeah Fl. 33010

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

NAME

ADDRESS

Emilio R. Seijo

1315 W. 25 Plane. Apt 2
Hialeah, Fl. 33010

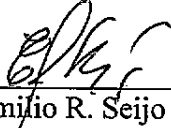
ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provision as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment required the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restated articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and sign this September 14, 2001.


Emilio R. Seijo

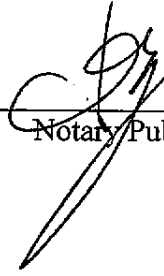
STATE OF FLORIDA)
COUNTY OF DADE) S S :

BEFORE ME, the undersigned authority, personally appeared to me well known to me to be individuals described in, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade county, Florida.

Date: 9/14/01

ISRAEL V. AMEJEIRAS
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC875279
EXPIRES 11/18/2003
BONDED THRU ASA 1-888-NOTARY1


Israel V. Amejeiras
Notary Public of Florida at Large


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

First - - - That REDLAND MEDICAL EQUIPMENTS AND PHARMACY, INC. desiring to organize under the laws of States of Florida with its principal office, as indicated in the Articles of Incorporation at City of Hialeah, County of Dade, State of Florida has name - - - EMILIO R. SEJO - - - located at - - - 19756 S.W. 177 AVE - - - - - City of Miami, County of Dade, State of Florida, as its agent to accept services of process within State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By 
(Resident Agent)

01 SEP 27 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED