

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Z+D Medical Services, Inc.

FILED
01 DEC 12 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: SK

Name _____

Date 12/12/01

Time 10:45

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

_____ Cert. Copy _____

☒ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search J. BRYAN DEC 12 2001

_____ UCC 11 Retrieval _____

_____ Courier _____

ARTICLES OF INCORPORATION
OF
Z & D MEDICAL SERVICES, INC.

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ARTICLE I - NAME

The name of this Corporation is Z & D MEDICAL SERVICES, INC.

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the dates these Articles of Incorporation are filed with the Florida Secretary of State's Office.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V - INITIAL CORPORATE OFFICE AND REGISTERED AGENT

The street address of the initial corporate office of the corporation is 1455 NW 14th St, Miami, Florida 33125. The name and address of the initial registered agent for the Corporation is Dennys Hernandez, 1455 NW 14th Street, Miami, Florida 33125.

ARTICLE VI - BY-LAWS

The By-Laws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) initial Director. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The name and address of the Director of this Corporation is:

<u>Name</u>	<u>Address</u>
Dennys Hernandez	1455 NW 14 th Street, Miami, Florida 33125

ARTICLE VIII - OFFICERS

The officers of the Corporation are:

<u>Name</u>	<u>Office</u>
Dennys Hernandez	President, Vice- President, Secretary, Treasurer

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 - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) as the price at which it is offered to others.

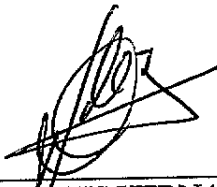
ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Dennys Hernandez, 1455 NW 14th Street, Miami, Florida 33125.

ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,
this 11 day of December, 2001.



DENNYS HERNANDEZ
(Incorporator)

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

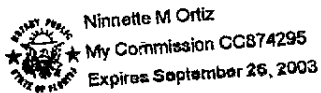
Before me, a Notary Public authorized in the State and County set forth above, personally
appeared DENNYS HERNANDEZ, known to me and known by me to be the person, who, as
Incorporator, executed the foregoing Articles of Incorporation of Z & D MEDICAL SERVICES,
INC., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in
the State and County aforesaid, this 11 day of December, 2001.



NOTARY PUBLIC, State of Florida

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 11 DAY OF December, 2001.



DENNIS HERNANDEZ

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TALLAHASSEE, FLORIDA