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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

UNIVERSAL MEDICAL DISTRIBUTORS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

W02-2367

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ARTICLES OF INCORPORATION

OF

UNIVERSAL MEDICAL DISTRIBUTORS, INC.

(6)
The undersigned in order to form a Corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I- NAME

The name of this Corporation is: UNIVERSAL MEDICAL DISTRIBUTORS, INC.

ARTICLE II- DURATION

This Corporation shall have perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III- PURPOSES

This Corporation is organized for the following purposes:

- a. To conduct a general distribution of medical and surgical products and equipment business, and to do all things necessary and proper in operating such business and other business related thereof.

PREPARED BY: ELOY A. FERNANDEZ
ELOY A. FERNANDEZ, ESQ.
782 N.W. LE JEUNE ROAD SUITE 633
MIAMI, FLORIDA 33126 FLORIDA
BAR NO. 232181
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b. In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to arise, borrow and secure the payment of money in any lawful manner. The Corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

c. To engage in any or all lawful activity and to institute and promote commercial, mercantile, financial and industrial enterprises, and for the purposes of transacting any or all lawful business.

d. To do all and everything necessary and proper for the accomplishment of any of the purpose or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary incidental to the protection and benefit of the Corporation.

ARTICLE IV - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 600 shares of \$10.00 EACH PAR VALUE, common stock, which shall be designated "COMMON SHARES".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind of that which he/she already holds, shall have the right to purchase his/her pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price which it is offered to others.

ARTICLE VII- STREET ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT PRINCIPAL OFFICE.

The street address of the corporation's initial registered office and principal office is: 461 NW 51st Avenue, Miami, Florida 33126 and the name of the initial registered agent of the corporation at that office is: CHARLES AUSTIN.

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE Director initially. The number of Director may be either increased or diminished from time to time by the bylaws. The names and address of the initial Director of this Corporation until the first annual meeting of shareholders or until his successors are elected and qualified is:

<i>N A M E</i>	<i>A D D R E S S</i>
<i>CHARLES AUSTIN</i>	<i>325 West 53rd Terrace, Hialeah, Florida 33012</i>

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

<i>N A M E</i>	<i>A D D R E S S</i>
<i>CHARLES AUSTIN</i>	<i>325 West 53rd Terrace, Hialeah, Florida 33012</i>

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 28th day of January, 2002.

Charles Austin
CHARLES AUSTIN

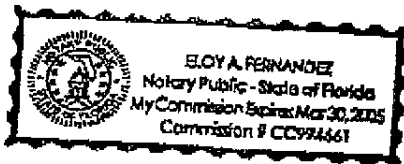
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STATE OF FLORIDA COUNTY OF MIAMI DADE

BEFORE ME, the undersigned authority, personally appeared **CHARLES AUSTIN**
who is the person described in and who executed the foregoing Articles of Incorporation as the
Incorporator, and he acknowledged to and before me that he executed the same for the uses and
purposes therein mentioned and set forth. () who is personally known to me or (✓) who has
produced FLORIDA DRIVER'S LICENSE
as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said
County and State, this 28th day of January, 2002.

MY COMMISSION EXPIRES:



Eloy A. Fernandez
ELOY A. FERNANDEZ
NOTARY PUBLIC, STATE OF FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR: UNIVERSAL
MEDICAL DISTRIBUTORS, INC., AT THE PLACE DESIGNATED IN THESE ARTICLES OF
INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED THIS 28th DAY OF January, 2002.

Charles Austin
CHARLES AUSTIN
REGISTERED AGENT

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