

**Electronic Articles of Incorporation
For**

**P02000039794
FILED
April 12, 2002
Sec. Of State**

MIAMI AMBULANCE SALES, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

MIAMI AMBULANCE SALES, INC.

Article II

The principal place of business address:

3450 N.W. 36TH STREET
MIAMI, FL. 33142

The mailing address of the corporation is:

3450 N.W. 36TH STREET
MIAMI, FL. 33142

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

EDUARDO TOLSTANO
3450 N.W. 36TH STREET
MIAMI, FL. 33142

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: EDUARDO TOLSTANO

Article VI

The name and address of the incorporator is:

FRANK AMSALEM
4568 POST AVE
MIAMI BEACH, FL 33140

Incorporator Signature: FRANK AMSALEM

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: DP
EDUARDO TOLSTANO
3450 N.W. 36TH STREET
MIAMI, FL. 33142

Article VIII

PREEMPTIVE RIGHTS

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

Article IX

TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

Article X

INDEMNIFICATION

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty. Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Article XI

DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distribute to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholders.