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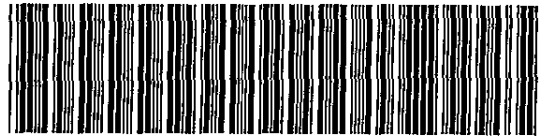
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DIVISION OF CORPORATIONS
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DENIS A. COHRS, P.A.

ATTORNEYS AND COUNSELORS AT LAW

DENIS A. COHRS

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November 4, 2002

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32399

RE: Articles of Incorporation of Emerson Medical Enterprises, Inc.

Gentlemen:

Enclosed herewith is an original and one copy of the Articles of Incorporation of the above-referenced corporation. Please file these Articles and return one filed-stamp copy to this office.

Additionally, enclosed is this firm's check made payable to the Florida Secretary of State in the amount of \$70.00 in payment of the required filing fees.

Should you have any questions with respect to this matter, please do not hesitate to contact us.

Sincerely,



Denis A. Cohrs

DAC/pb
Enclosures

**ARTICLES OF INCORPORATION
OF
EMERSON MEDICAL ENTERPRISES, INC.**

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I, the undersigned incorporator, hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Mailing Address

The name of this corporation shall be:

EMERSON MEDICAL ENTERPRISES, INC.

The address of the principal office and the mailing address of this corporation is:

**6716 Bonnie Bay Circle
Pinellas Park, Florida 33781**

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DIVISION OF CORPORATIONS

ARTICLE II

Existence of Corporation

This corporation shall begin existence on November 1, 2002 and shall thereafter have perpetual existence.

ARTICLE III

Purposes

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

Powers

This corporation shall have all such powers as may be necessary or desirable to carry out the business of the Corporation, including, but not limited to all those powers enumerated by §607.0302, Florida Statutes (2002), as may be amended from time-to-time.

ARTICLE V

Capital Stock

(a) The corporation shall have a single class of common stock, all having the same rights and privileges.

(b) The total number of shares of stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, by promissory note, in property, in labor

or services actually performed for the Corporation or promised to be performed as evidenced by a written contract, valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(c) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(d) There shall be no preemptive rights granted to the holders of any stock in the corporation.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is:

**2575 Ulmerton Road, Suite 210
Clearwater, Florida 33762**

and the name of the corporation's initial registered agent at such address is:

Denis A. Cohrs.

The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes (2002), as may be amended from time-to-time.

ARTICLE VII

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of such person who is to serve as the member thereof is as follows:

<u>Name</u>	<u>Address</u>
Paul S. Emerson	6716 Bonnie Bay Circle Pinellas Park, FL 33781

The number of directors constituting any subsequent Board of Directors shall be determined in accordance with the Bylaws of the corporation and without amendment to these Articles of Incorporation.

ARTICLE VIII

Incorporators

The name and address of each incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Paul S. Emerson	6716 Bonnie Bay Circle Pinellas Park, FL 33781

ARTICLE IX

Indemnification


The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by Section 607.0850, Florida Statutes (2000), as amended from time-to-time.

ARTICLE X

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



Paul S. Emerson
Incorporator

Acceptance of Registered Agent

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 607.0505, Florida Statutes (2000).

DATED this 1st day of November, 2002.



Denis A. Cohrs,
Registered Agent

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