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Division of Corporations

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

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.
BISBEL MEDICAL EQUIPMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

BISBEL MEDICAL EQUIPMENT, INC.

I, THE UNDERSIGNED, BEING OF LEGAL AGE AND A NATURAL PERSON, DO
HEREBY SUBSCRIBE TO, ACKNOWLEDGE AND FILE THE FOLLOWING ARTICLES OF
INCORPORATION FOR THE PURPOSE OF CREATING A CORPORATION UNDER THE LAWS OF
THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE

BISBEL MEDICAL EQUIPMENT, INC.

THE INITIAL ADDRESS OF THIS CORPORATION SHALL BE

27501 SOUTH DIXIE HIGHWAY
NARANJA, FL 33032

ARTICLE II

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED
UNDER THE LAWS OF THE STATE OF FLORIDA AND UNDER THE LAWS OF THE UNITED
STATES OF AMERICA.

ARTICLE III

THE CAPITAL STOCK AUTHORIZED, THE PAR VALUE THEREOF, AND THE
CHARACTERISTICS OF SUCH STOCK SHALL BE AS FOLLOWS:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
500	\$ 1.00	COMMON

THE CONSIDERATION FOR ALL OF THE SAID STOCK SHALL BE PAYABLE IN CASH,
PROPERTY, REAL OR PERSONAL, LABOR OR SERVICES IN LIEU OF CASH, AT A JUST
VALUATION TO BE FIXED BY THE BOARD OF DIRECTORS OF THE CORPORATION.

ARTICLE IV

THIS CORPORATION SHALL COMMENCE ITS EXISTENCE IMMEDIATELY UPON THE
FILING OF THESE ARTICLES OF INCORPORATION AND SHALL EXIST PERPETUALLY
THEREAFTER UNLESS SOONER DISSOLVED ACCORDING TO LAW.

PREPARED BY:
EDDA M. RIVERA
525 NW 136 CT.
MIAMI, FL 33182

ARTICLE V

THE INITIAL REGISTERED OFFICE OF THIS CORPORATION SHALL BE

27501 SOUTH DIXIE HIGHWAY
NARANJA, FL. 33032

WITH THE PRIVILEGE OF HAVING ITS OFFICES AND BRANCH OFFICES AT OTHER PLACES
WITHIN OR WITHOUT THE STATE OF FLORIDA.

THE INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE

EDDA M. RIVERA

ARTICLE VI

THE CORPORATION SHALL HAVE AT LEAST ONE DIRECTOR, WITH THE EXACT
NUMBER TO BE SPECIFIED BY THE STOCKHOLDERS FROM TIME TO TIME UNLESS THE
STOCKHOLDERS SHALL, BY A MAJORITY VOTE THEREAFTER, DETERMINE THAT THE
CORPORATION BE MANAGED BY THE STOCKHOLDERS.

ARTICLE VII

THE NAME AND ADDRESS OF THE DIRECTORS OF THE CORPORATION, WHO SHALL
HOLD OFFICE FOR THE FIRST YEAR OR UNTIL HIS SUCCESSOR IS DULY EXECUTED AND
QUALIFIED SHALL BE:

DIRECTORS
EDDA M. RIVERA
525 N.W. 136 COURT
MIAMI, FL. 33182

TITLE
PRESIDENT-TREASURER
VICE-PRES.- SECRETARY

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR IS:

EDDA M. RIVERA

525 NW 136 COURT
MIAMI, FL. 33182

ARTICLE IX

NO CONTRACT OR OTHER TRANSACTION BETWEEN THIS CORPORATION AND ANY OTHER CORPORATION, AND NO ACT OF THIS CORPORATION, SHALL IN ANY WAY BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE DIRECTORS OF THIS 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 PARTY TO, OR MAY BE PECUNIARY OR OTHERWISE INTERESTED IN, ANY CONTRACT OR TRANSACTION OF THIS CORPORATION, PROVIDED THAT THE FACT THAT HE OR SUCH FIRM IS SO INTERESTED SHALL BE DISCLOSED OR SHALL HAVE BEEN KNOWN TO THE BOARD OF DIRECTORS OR A MAJORITY THEREOF, AND ANY DIRECTOR OF THIS CORPORATION WHO IS ALSO A DIRECTOR OR AN OFFICER OF SUCH OTHER CORPORATION, OR WHO IS SO INTERESTED, MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS OF THIS CORPORATION WHICH SHALL AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION, WITH LIKE FORCE AND EFFECT AS IF HE WERE NOT SUCH A DIRECTOR OR OFFICER OF SUCH OTHER CORPORATION, OR NOT SO INTERESTED.

ARTICLE X

THE PRIVATE PROPERTY OF THE STOCKHOLDER SHALL NOT BE SUBJECT TO PAYMENT OF THE CORPORATE DEBTS IN ANY EVENT.

ARTICLE XI

IN WITNESS WHEREOF, WE, THE UNDERSIGNED, BEING THE INCORPORATES HEREIN BEFORE NAMED, FOR THE PURPOSE OF FORMING A CORPORATION TO DO BUSINESS BOTH WITHIN AND WITHOUT THE STATE OF FLORIDA, UNDER THE LAWS OF FLORIDA, MAKE AND FILE THESE ARTICLES OF INCORPORATION, HEREBY DECLARING AND CERTIFYING THAT THE FACTS HEREIN STATED ARE TRUE, AND HEREUNTO SIGN OUR NAMES ON THIS NOVEMBER 26TH, 2002.


EDDA M. RIVERA

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CERTIFICATE ACCEPTING DESIGNATION
AS
REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH THE LAWS OF FLORIDA, THE FOLLOWING IS SUBMITTED:

FIRST, THAT BISSEL MEDICAL EQUIPMENT, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED EDDA M. RIVERA 525 N.W. 136 CT. MIAMI, FL. 33182 COUNTY OF DADE, STATE OF FLORIDA, AS ITS STATUTORY REGISTERED AGENT.

HAVING BEEN NAMED THE STATUTORY REGISTERED AGENT OF THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE SAME AND AGREE TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW RELATIVE TO KEEPING THE REGISTERED OFFICE OPEN, AND I ACCEPT THE OBLIGATIONS OF SECTION 607.325 F.S.



EDDA M. RIVERA
RESIDENT AGENT

DATED THIS 26TH. DAY OF NOVEMBER 2002

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