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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.

NORIEGA MEDICAL EQUIPMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATIONAPPROVED
AND
FILED

FOR

03 JAN -8 AM 8:26

Noriega Medical Equipment, Inc.

We, the undersigned, hereby associate together for the purpose of becoming a Corporation under the Laws of the State of Florida, by and under the provision of the Laws of said State, providing for the information, liabilities, rights, privileges, and immunities of a Corporation for profit

SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLE INAME, ADDRESS, AND AGENT

The name of this Corporation shall be :

Noriega Medical Equipment, Inc.

(Hereinafter referred to as the Corporation). Its Registered and Principal Office shall be located at 3335 W 4th Avenue, Hialeah, FL 33012. Its Registered Agent shall be Carlos Noriega located at 3335 W 4th Avenue, Hialeah, FL 33012.

ARTICLE IINATURE OF BUSINESS

Section 1. - The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could, vice versa.

a.- To carry on business in the United States of North America or any foreign country or countries, to buy, sell, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of all type, both as principal and agent, in any part of the world.

b.- To enter into make perform and carry out Contracts for sale of medical supplies and equipments and all type of business equipment and merchandise and for any Lawful purpose with any person or persons, firms association and/or Corporation in the United States of North America or any Foreign Country or Countries.

c.- To exchange in the currency of foreign countries and the currency of the United States of North America.

d. - To issue bonds, debentures and/or obligations of the company from time to time, for the object and purposes of the company and secure the same by mortgage pledge, deed or trust or otherwise.

e. - To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds, or other securities and obligations of the company and other companies.

f. - To do all of such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Corporation.

g. - No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made part thereof by reference.

h. - In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon Corporation of this character.

i. - To enter into, make or perform contract of any kind with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, notes drafts, bills of exchange, warrants, bonds, debentures, and all others negotiable instruments.

ARTICLE III

CAPITAL STOCK

The Capital Stock of the Corporation upon commencing business operations shall consist of:

a. - FIVE HUNDRED (500) SHARES of Par Value. For incorporation purposes, each share will have a nominal value set at ONE DOLLARS (\$1.00) per share as consideration.

b. - Said shares of common stock to have par value. All shares to be issue fully paid and non-assessable. The Capital stock of this Corporation may be paid in lawful money of the U.S.A. in property, labor or services at a fair and just valuation to be fixed by the stockholder or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. - All of the common stock is to have one vote per share in the control of the management of the Corporation.

d. - The holders of these shares of common stock are to have preventive right in the purchase of subsequent issues of stock.

e. - In the event any shareholder may vote his share or shares proxy one share representing one vote.

ARTICLE IVTERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VINITIAL DIRECTORS & OFFICERS

The names and addresses of the first Board of Directors who subject to the provisions of these Articles of Incorporation, the By-Laws and the act of the Legislature approved June, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified are the following:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Carlos Noriega	430 W 37 Street Hialeah, FL 33012	President

ARTICLE VISUBSCRIBERS

The names and addresses of each subscriber to these Articles of incorporation and the number of shares which each agrees to take as follows:


<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Carlos Noriega President	430 W 37 Street Hialeah, FL 33012	-500-

ARTICLE VII

BY-LAWS

The regulation of the business and the conduct of the affairs of the Corporation and the provision creating and limiting the powers of the Corporation, the directors and the stockholders, or any class of stockholders of the Corporation, shall be controlled by the By-Laws which shall be adopted by stockholders of the Corporation as soon as practicable after the Corporation shall be formed which said By-Law may from time to time and whenever necessary, be amended by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, we the undersigned have made and signed these articles of incorporation at MIAMI, DADE COUNTY, FLORIDA, for the uses and purposes.



Carlos Noriega
President

APPROVED
AND
FILED

03 JAN -8 AM 8:26

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OR PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVRD :
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said act.

FIRST : - That Noriega Medical Equipment, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the ARTICLES OF INCORPORATION appoints Carlos Noriega, with offices located at 3335 W 4th Avenue, City of Hialeah, Dade County its Registered Agent, to accept services of process within this State.

AKNOWLEDGEMENT : - Having been named to accept services of process for the above named Corporation, at place designated in this certificate, hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

In the City of Hialeah, Dade County, State of Florida, this 8th Day of January 2003.


Carlos Noriega
REGISTERED AGENT