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(Requestor's Name)

**Mark Escoffery, P.A.**

**Certified Public Accountant**

4241-A Northlake Boulevard

Palm Beach Gardens, Florida 33410

(City/State/Zip/Phone #)

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(Business Entity Name)

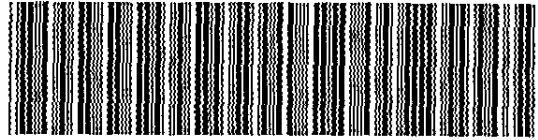
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03128

ARTICLES OF INCORPORATION

OF

S. OATES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the Undersigned Incorporator of these Articles of Incorporation, who is the natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

Name of the Corporation

The name of the Corporation shall be:

S.OATES, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this Corporation is the application of anesthetics or any other business permitted under the Laws of the United States and the State of Florida.

Said powers shall include, but not limited to manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone or cemetery company, a building or loan association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other States and Countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers or corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by, any other corporation, of the State of Florida, or any other State or Government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

In furtherance, and not in any limitation of the general powers conferred by the Laws of the State of Florida and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

- A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or corporation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

- B. To purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a stockholder who dies; provided, however, the capital of this Corporation cannot be impaired thereby.
- C. To enter into, for the benefit of its employees, one or more of the following : (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and saving plan, (5) a restricted stock option plan, or ( 6) other retirement or incentive compensation plan.
- D. The Corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in, or covered by, said provisions, and the indemnification provided for herein shall not be deemed exclusive or a ny other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

### ARTICLE III

#### Capital Stock

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The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1000 shares at \$1.00 par value.

### ARTICLE IV

#### "1244 STOCK"

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All stock issued shall be issued pursuant to the requirements of Section 1244 of the Internal Revenue Code for said stock to qualify under that Section.

## ARTICLE V

### Initial Capital

The amount of capital with which this Corporation will begin business is not less than \$1000.00 (One Thousand Dollars).

## ARTICLE VI

### Terms of Existence

This Corporation is to exist perpetually.

## ARTICLE VII

### Principal Place of Business

The initial street address in this State of the principal office of this Corporation is 375 Magnolia Drive, Jupiter, Florida 33458. The Board of Directors may, from time to time remove the principal office to any other address in Florida.

## ARTICLE VIII

### Directors

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

## ARTICLE IX

### Initial Directors

The name and address of the member of the first Board of Directors is:

TITLE	ADDRESS
PRESIDENT/SECRETARY/ TREASURER: STAFFEL OATES	375 Magnolia Drive Jupiter Florida 33458

ARTICLE X

Incorporators

The name and street address of the Incorporator of these Articles of Incorporation, the number of shares of stock which he agrees to take and the value of the consideration therefore are:

NAME	ADDRESS	SHARES	PAID
STAFFEL OATES	375 Magnolia Drive Jupiter Florida 33458	1000	\$1,000.00

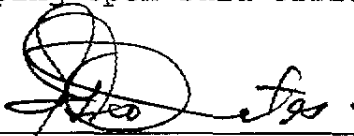
ARTICLE XI

Registered Agent

The initial registration of the Registered Office of this Corporation shall be 375 Magnolia Drive, Jupiter, Florida 33458, and the Registered Agent shall be STAFFEL OATES.

Pursuant to Florida Statutes Section 607.164 having been named to accept process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY

  
STAFFEL OATES

## ARTICLE XII

### Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors, as provided by Law, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## ARTICLE XIII

### Action by Directors Without a Meeting

The Directors of this Corporation may take action by written consent as provided by Law.

## ARTICLE XIV

### Ratification of Incorporator's Actions and Adoption of Contracts

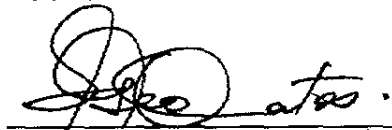
This Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned Incorporator performed prior to the effective date of these Articles of Incorporation and done on behalf of this Corporation. The Corporation further authorizes its Director to assume all expenses made on behalf of the Corporation, prior to its existence, for any and all expenses incurred in the organization and formation of the Corporation.

ARTICLE XV

Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the Incorporator of the abovenamed Corporation, have set my hands this 16th day of January 2003.



STAFFEL OATES

FLDL 0320-187-51-169-6

STATE OF FLORIDA )  
COUNTY OF PALM BEACH )

I hereby certify that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared STAFFEL OATES known to me to be the person described as the Incorporator in, and who executed, the foregoing Articles of Incorporation. and that he acknowledged before me that he subscribed to these Articles of Incorporation.



WITNESS my hand and official seal in the State and County last  
aforesaid this 16<sup>th</sup> day of January 2003.

Brenda B. Rodgers  
Notary Public

My Commission Expires:

