

P 03000064774

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000211429 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : RAPPEL & RAPPEL, P.A.
Account Number : 076043001611
Phone : (772) 778-8885
Fax Number : (772) 778-8883

FILED
2003 JUN 11 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

ALLIANCE MEDICAL SUPPLY, INC.

Certificate of Status	—	1
Certified Copy	—	1
Page Count	—	05
Estimated Charge	—	\$87.50

Fax Audit No: H03000211429

ARTICLES OF INCORPORATION

OF

ALLIANCE MEDICAL SUPPLY, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a For Profit Corporation, pursuant to the provisions of Florida Statutes Section 607, hereby certifies as follows:

ARTICLE I - NAME

The name of this corporation is:

ALLIANCE MEDICAL SUPPLY, INC.

ARTICLE II-PRINCIPAL OFFICE

The principal office address and the mailing address of the Corporation are: 7897 NW Jack James Drive, Suite C, Stuart, Florida 34997.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation shall be:

(a) To engage in the business to provide durable medical equipment ("DME"), orthotics, prosthetics and supplies as defined in 42 C.F.R. §414.202, as amended and consulting services in the DME industry and to engage in such other lawful activities that are reasonably necessary, convenient, or incidental to that purpose.

(b) To buy, sell, deal in and exchange shares of its own capital stock. No stockholder of this Corporation shall enter into a voting trust agreement or any other type of such agreement vesting another person with the authority to exercise the voting right and power of any or all of his stock.

(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 savings plan; (5) a restricted stock option plan; and (6) other retirement or incentive compensation plans whether non-qualified or qualified by the Internal Revenue Service.

(d) At the option of the Corporation, to purchase and acquire the shares owned and held by any shareholder who dies in accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchases; provided, however, that the capital of the Corporation is not impaired.

(e) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

Robert Rappel, DO, Esq.
RAPPEL & RAPPEL, P.A.
Bridgewater
1515 Indian River Boulevard, Suite A 210
Vero Beach, Florida 32960-7130
772.778.8885/Fax 772.778.8883
Florida Bar No.: 0015156

Page 1 of 5

Fax Audit No: H03000211429

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2003 JUN 11 PM 3:27

FILED

Fax Audit No: H03000211429

(f) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or the attaining of any of the objectives enumerated in these Articles of Incorporation, or any amendment hereto, and to do any act necessary or incidental to the protection and benefit of the Corporation, and, in general, either alone or in association with other corporations, firms, partnerships, artificial entities, or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.

(g) The Corporation shall have all the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock, having a nominal or par value of \$.001 per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually and shall commence existence on June 10, 2003 and acknowledgment hereof as provided by Florida Statute 607.0203.

ARTICLE VI - PRINCIPAL ADDRESS OF INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal place of business of the Corporation is: 7897 SW Jack James Drive, Suite C, Stuart, Florida 34997, and the street address of the Initial Registered Agent's office of this Corporation is: Bridgewater, 1515 Indian River Boulevard, Suite A 210, Vero Beach, Florida 32960-7103. The name of the initial registered agent of this Corporation at that address is DEC Consultants, Inc.

ARTICLE VII - DIRECTORS

Its Board of Directors shall manage the business of the Corporation. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one (1). This Corporation shall have two (2) directors initially. The name and address of the initial directors of this Corporation are:

NAME

Marty Hopek

Carl English

Robert Rappel, DO, Esq.
RAPPEL & RAPPEL, P.A.
Bridgewater
1515 Indian River Boulevard, Suite A 210
Vero Beach, Florida 32960-7130
772.778.8885/Fax 772.778.8883
Florida Bar No.: 0015156

ADDRESS

7897 SW Jack James Drive
Suite C
Stuart, Florida 34997

7897 SW Jack James Drive
Suite C
Smart, Florida 34997

Fax Audit No: H03000211429

ARTICLE VII - SUBSCRIBER AND INCORPORATOR

The name and street address of Subscribers, the number of shares of stock they agree to take, and the value of the consideration therefore is:

<u>NAME AND ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Marty Hopek 7897 SW Jack James Drive Suite C Stuart, Florida 34997	3000	\$3.00
Carl English 7897 SW Jack James Drive Suite C Stuart, Florida 34997	3000	\$3.00

The name and street address of Incorporator is:

NAME AND ADDRESS
DEC Consultants, Inc.
Bridgewater
1515 Indian River Boulevard, Suite A 210
Vero Beach, Florida 32960-7103

ARTICLE IX - INDEMNIFICATION

Each Director and Officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a Director or Officer of the Corporation or of any subsidiary of the Corporation, whether or not wholly owned; or by any reason of any act or omission to act as such Director or Officer; provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights of which any Director or Officer may be entitled as a matter of law.

ARTICLE X - INTERLOCKING OFFICERS AND DIRECTORS

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this Corporation is or are interested in, or is a member, shareholder, director or officer, or are members, shareholders, directors or officers of such other firm or corporation; and any Director or Officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or Officer or Officers of this Corporation is a party or are parties to, or interested in, such contract, act or association or corporation; and each and every person who may become a Director or Officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise

Robert Rappel, DO, Esq.
RAPPEL & RAPPEL, P.A.
Bridgewater
1515 Indian River Boulevard, Suite A 210
Vero Beach, Florida 32960-7130
772.778.8885/Fax 772.778.8883
Florida Bar No.: 0015156

Page 3 of 5

Fax Audit No: H03000211429

Fax Audit No: H03000211429

interested.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, including but not limited to those provisions in Florida Statutes, Section 607.1003. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' 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. All rights of Shareholders are subject to this reservation.

ARTICLE XII - BYLAWS

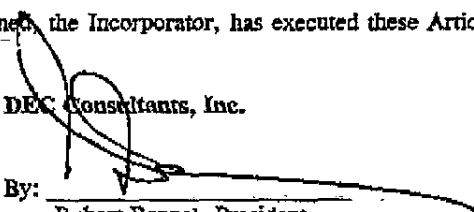
The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XIV - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER OR CONSOLIDATION**

Approval of the Shareholders of this Corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval be required by law and same shall only, in any event, be with another domestic entity organized under Florida Statutes, Section 607 to render services hereunder.

IN WITNESS WHEREOF, the undersigned, the Incorporator, has executed these Articles of Incorporation this 11th day of June 2003.

DEC Consultants, Inc.

By: 
Robert Rappel, President

FILED
2003 JUN 11 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Robert Rappel, DO, Esq.
RAPPEL & RAPPEL, P.A.
Bridgewater
1515 Indian River Boulevard, Suite A 210
Vero Beach, Florida 32960-7130
772.778.8885/Fax 772.778.8883
Florida Bar No.: 0015156