

P040000374Q

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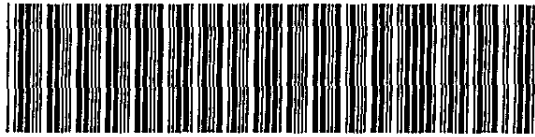
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02/20/04--01068--010 **87.50

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04 FEB 27 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W04-7980
6/8/25

Law offices of
Richard Spice Wheeler
a professional association

2265 Lee Road, Suite 103
Winter Park, Florida 32789
Phone: 407-622-0460
Fax: 407-681-6632
email: spiceman@mpinct.net

February 26, 2004

VIA FEDERAL EXPRESS

Alan Crum
New Filing Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Equilibrium Medical Services, Inc.

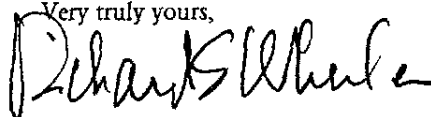
Dear Mr. Crum:

On February 20, 2004, I delivered by FedEx Articles of Incorporation for "Equilibrium, Inc." Your office rejected this filing because "Equilibrium, P.A." is active and in good standing and its suffix does not sufficiently distinguish it from the proposed "Equilibrium, Inc.

Accordingly, I am enclosing the original and one copy of Articles of Incorporation for Equilibrium Medical Services, Inc. You already have my check in the amount of \$87.50, representing the fees for filing and a certified copy of the same.

Also enclosed is the original Certificate Designating Registered Agent signed by the corporation and accepted by the Registered Agent.

Thank you for your assistance in this matter.

Very truly yours,

Richard S. Wheeler

Richard Spice Wheeler, B.A., J.D.

Admitted to practice in state and federal courts in New York, the District of Columbia and Florida, and in the U.S. Tax Court

Curtis L. O'Neal, M.B.A., J.D.
Legal Assistant



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 25, 2004

RICHARD S. WHEELER
2265 LEE RD., STE. 103
WINTER PARK, FL 32789

SUBJECT: EQUILIBRIUM, INC.
Ref. Number: W04000007980

We have received your document for EQUILIBRIUM, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum
Document Specialist
New Filings Section

Letter Number: 004A00012773

**ARTICLES OF INCORPORATION
OF
EQUILIBRIUM MEDICAL SERVICES, INC.**

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04 FEB 27 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is EQUILIBRIUM MEDICAL SERVICES, INC. (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the date of filing these Articles with the Department of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as it now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of common stock having \$1.00 par value, which shall be designated as "Common Shares."

ARTICLE V - PRINCIPAL PLACE OF BUSINESS; INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal place of business of the Corporation is 201-8941 Lake Drive, Cape Canaveral, Florida 32920. The initial registered office of the Corporation is 2265 Lee Road, Suite 103, Winter Park, Florida 32789, and the name of the initial registered agent of the Corporation at that address is RICHARD SPICE WHEELER, ESQ.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have an initial Board of Directors consisting of one (1) Director. The number of Directors may be either increased or decreased from time to time by the by-laws. However, there shall never be less than one (1) Director nor more than five (5) Directors.

ARTICLE VII - INCORPORATORS

The name and address of the Incorporator signing these Articles is RICHARD S. WHEELER, ESQ., 2265 Lee Road, Suite 103, Winter Park, Florida 32789.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee (or any former officer, director or employee) of the Corporation to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend or repeal any provision of these Articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 26th day of February, 2004.

A handwritten signature in black ink, appearing to read "Richard S. Wheeler", is written over a horizontal line.

Richard S. Wheeler, as Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
04 FEB 27 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted;

EQUILIBRIUM MEDICAL SERVICES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 201-8941 Lake Drive, Cape Canaveral, Florida 32920, has named RICHARD S. WHEELER, ESQ., located at 2265 Lee Road, Suite 103, Winter Park, Florida 32789, as its agent to accept service of process within the State of Florida.

Dated this 26th day of February, 2004.



Richard S. Wheeler, as Incorporator

Having been named the agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Richard S. Wheeler, as Registered Agent