

P85000026355

ROLANDO HERNANDEZ

4530 NW 195 ST  
CAROL CITY, FL 33055

(Address)

(Address)

(City/State/Zip/Phone #)

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2005 FEB 11 P 3:19  
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2-21-05  
11

ARTICLES OF INCORPORATION  
of  
W & C MEDICAL SUPPLY, INC.

FILED  
2005 FEB 11 P 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is W & C MEDICAL SUPPLY, INC.  
and the mailing address is 9820 N.W. 80 AVE BAY # 6-V, HIALEAH  
GARDENS, FL 33016

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of  
transacting any or all business permitted under the laws of the  
United States of America and the laws of the State of Florida.

To generally have and exercise all powers, rights and  
privileges necessary, suitable, convenient of proper for the  
accomplishment of any of the purpose or the attainment of any  
or all of the objects hereinbefore enumerated or incidental to  
the purposes and power herein named for the enhancements of the  
value of the property of the corporation or which at any time  
appear conducive thereto or expedient.

ARTICLES III

TERMS OF EXISTENCE

This corporation shall have perpetual existence unless  
sooner dissolved in accordance with the laws of the State of  
Florida. The date in which corporate existence shall begin is the  
date on which these articles of Incorporation are filed with the  
Secretary of State Of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4530 NW 195 ST, CAROL CITY, FL 33055 and the name of the initial registered agent of this Corporation is Mr. ROLANDO HERNANDEZ

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have Two (2) Directors initially. The number of directors may be either increased or diminished from time to time By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors(s) of this Corporation are:

ROLANDO HERNANDEZ	4530 NW 195 ST CAROL CITY, FL 33055
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LUIS E. RODRIGUEZ	4037 WEST 9 LANE HIALEAH, FL 33012
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ARTICLES VII

OFFICERS

The officers of the corporation shall be as followed:

ROLANDO HERNANDEZ	PRESIDENT	50.00	SHARES
LUIS E. RODRIGUEZ	VICE-PRESIDENT	50.00	"
	SECRETARY		

## ARTICLES VIII

### AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders of this Corporation.

## ARTICLE IX

### POWERS

This Corporation shall have all the Corporate Powers enumerated in the Florida General Corporation Act.

## ARTICLE X

### DIVIDENDS

Dividends Payable in shares of any class may be paid to holders of shares of any other class.

## ARTICLE XI

### INDEMNIFICATION

This Corporation Shall Indemnify any and all of its Directors, officers, Employees or agents or former Directors, officers, employees or agents or any persons who may have served at its request as a Director, officers, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include but not limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, officer, employee or agent as therein provided. the foregoing right of indemnification shall not be exclusive of any other rights to which any Director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XII

INCORPORATION

The name and addresses of the persons signing these Articles are:

ROLANDO HERNANDEZ


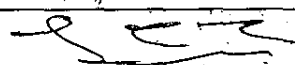
4530 NW 195 ST  
CAROL CITY, FL 33055

LUIS E. RODRIGUEZ

4037 WEST 9LANE  
HIALEAH, FL 33012

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation.

Dated: 2/8/05

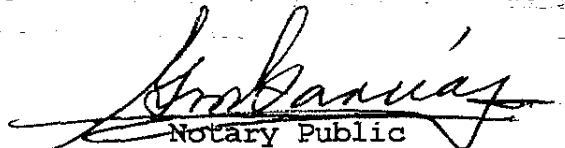
  


ACKNOWLEDGEMENT

STATE OF FLORIDA )  
SS.  
COUNTY OF MIAMI DADE )

BEFORE Me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Mr. ROLANDO HERNANDEZ known to me and known by me be the persons who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set hand and affixed my official seal, in the State of County aforesaid, this 8 day of February, A.D., 2005.

  
Notary Public

My commission expires:



G. M. Garcia  
My Commission DD269875  
Expires March 21, 2008


CERTIFICATE DESIGNATING REGISTERD AGENT

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

That **W & C MEDICAL SUPPLY, INC.** desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, has named to Mr. **ROLANDO HERNANDEZ** address **4530 NW 195 ST, CAROL CITY, FL 33055** its as agent to accept services of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated Corporation at place designated in this Certificate, I hereby accept to act in this Capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_

2005 FEB 11 P 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**