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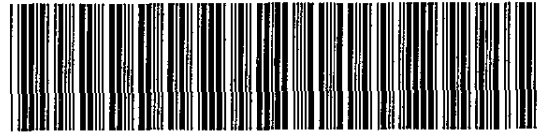
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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

2005 MAR - 1 P 4: 01

FILED

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** American Medical and Scientific, Inc  
**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

**FROM:** American Medical and Scientific, Inc  
Name (Printed or typed)

209 State Street  
Address

Oldsmar, FL 34677  
City, State & Zip

(813) 855-1557  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**

**FILED**

**OF**

2005 MAR -1 P 4: 01

**AMERICAN MEDICAL AND SCIENTIFIC, INC**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

NAME

The name of this corporation is American Medical and Scientific, Inc

**ARTICLE II**

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as a filing of these Articles.

**ARTICLE III**

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE IV**

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V**

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows:

Judy Dutka  
209 State Street  
Oldsmar, Florida 34677

The mailing address of the corporation is:

209 State Street  
Oldsmar, Florida 34677

The street address of the principal office of the corporation in this State will be:

209 State Street  
Oldsmar, Florida 34677

The board of directors may from time to time move the principal office to any other address in Florida, and the corporation may have other offices, agencies, and branches at such place as may be determined by the Board of Directors.

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of the directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Judy Dutka

209 State Street  
Oldsmar, Florida 34677

## **ARTICLE VII**

### **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

Judy Dutka  
209 State Street  
Oldsmar, Florida 34677

## **ARTICLE VIII**

### **AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## **ARTICLE IX**

### **BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The powers to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

## **ARTICLE X**

### **STOCK TRANSFER AGREEMENTS**

If all, or any, of the shareholders or transferees of stock of the corporation shall enter into any agreement between themselves, or with the corporation or third persons, abridging, limiting, restricting, or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee, or other fiduciary may be voted in person or by proxy, and without proof of authority.

## **ARTICLE XI**

### **INFORMAL SHAREHOLDER ACTION**

The holders of not less than a majority of the issued and outstanding shares of the corporation may act by written agreement without a meeting, as provided in the Florida Statutes and the Bylaws.

## **ARTICLE XII**

### **CUMULATIVE VOTING**

At each election of directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplies by the number of his shares or by distributing such votes on the same principle among any number of such candidates.

## **ARTICLE XIII**

### **PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of

shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 24 day of February, 2005.

Judy Dutka  
Judy Dutka

INCORPORATOR/ REGISTERED AGENT

STATE OF FLORIDA       )  
COUNTY OF PINELLAS   )

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 24 day of Feb, 2005, by Judy Dutka who is personally known to me or who has produced FL ID as identification and did/did not take an oath.



My Commission Expires: 6/27/08

Rebecca A. Phillips  
Notary Public  
STATE OF FLORIDA

ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby accept to act as registered agent of American Medical and Scientific, Inc and agree to comply with the provisions of all statues relative to the proper and complete performance of my duties and am familiar and accept the obligations of Florida Statues Section 617.023.