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TO

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

EMERALD COAST MEDICAL SALES, INC.

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## ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

# EMERALD COAST MEDICAL SALES, INC.

## Article I - Name

The name of this corporation is **EMERALD COAST MEDICAL SALES, INC.** The initial street address of the principal office is 402 Palmetto Court, Lynn Haven, Florida 32444, and the mailing address is 402 Palmetto Court, Lynn Haven, Florida 32444.

## Article II - Duration

This corporation shall exist perpetually, commencing with the date of execution and acknowledgment of these Articles.

## Article III - Purpose

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

# Article IV - Capital Stock

This corporation is authorized to Issue Five Hundred (500) shares of common stock having a par value of One Dollar (\$1.00) per share.

Prepared by:
MICHAEL S. BURKE, ESQ.
Florida Bar No. 0133851
BURKE, BLUE, HUTCHISON & WALTERS, P. A.
415 Beckrich Avenue, Suita 500
Panama City Beach, FL 32407
(850)236-4444

### Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 402 Palmetto Court, Lynn Haven, Florida 32444; and the name of the initial registered agent of this corporation at that address is COURTNEY CLEMENS. The street address of the registered agent and the street address of the business are the same.

## Article VI - Initial Board of Directors

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

**Courtney Clemens** 

402 Palmetto Court Lynn Haven, Florida 32444

## Article VII - Incorporators

The name and address of the person signing these Articles is as follows:

**Courtney Clemens** 

402 Palmetto Court Lynn Haven, Florida 32444

### Article VIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders. By-Laws adopted by the Shareholders may be repealed or changed only by the Shareholders. By-Laws adopted by the Board of Directors may be repealed or changed by the Board of Directors or by the Shareholders.

# Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

# Article X - Amendment to Articles of Incorporation

These Articles of Incorporation may be amended in any manner and by way of any procedure provided by law.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this day of October, 2006, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida this Certificate of Incorporation and certify that the facts herein stated are true.

Courtney Clemens

STATE OF FLORIDA COUNTY OF BAY

The foregoing instrument was acknowledged before me this day of October, 2006, by Courtney Clemens, who is personally known to me or who has produced the following form of identification:

CHERYL B. BURTON
MY COMMISSION # DD 423708
EXPIRES: June 2, 2009
Bonded This Notary Public Underwifers

Notary Public ()
CHERYL B. BURTON

Printed Name of Notary カカリスろうのし

Commission Number

(Notary Seal)

# CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.901, <u>Florida Statutes</u>, the following is submitted, in compliance with said Act:

FIRST, that EMERALD COAST MEDICAL SALES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Lynn Haven, County of Bay, State of Florida, has named Courtney Clemens, located at 402 Palmetto Court, Lynn Haven, Florida 32444, as its agent to accept service of process within this State.

Courtney Clemens, Incorporator

## ACKNOWLEDGMENT:

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

Courtney Clemens (Resident Agent)

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SECRETARY OF STATE