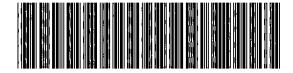
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ACCOUNT NO. : 072100000032		
REFERENCE: 813809 5236A		
AUTHORIZATION:		
COST LIMIT: \$ 78.75		
ORDER DATE : December 4, 2008		
ORDER TIME : 11:46 AM		
ORDER NO. : 813809-005		
CUSTOMER NO: 5236A		
DOMESTIC FILING		
NAME: MEDICAL DEVISE SOLUTIONS, INC.		
EFFECTIVE DATE:		
XX ARTICLES OF INCORPORATION		
CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION		
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:		
XX CERTIFIED COPY XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING		
CONTACT PERSON: Susie Knight - EXT. 2956		
EXAMINER'S INTTIALS:		

### ARTICLES OF INCORPORATION OF MEDICAL DEVICE SOLUTIONS, INC.



### **ARTICLE 1**

The name of this corporation is **MEDICAL DEVICE SOLUTIONS**, **INC**.

### **ARTICLE 2**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of Florida.

### **ARTICLE 3**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

### **ARTICLE 4**

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00 per share.

The rights relative to the shares of common stock shall be as follows:

### A. Voting Rights:

Every share of common stock shall be entitled to vote on all general matters submitted to the vote of the Shareholders and in the election of Directors.

### B. Dividend Rights:

Every share of common stock shall be entitled to such dividends, in cash or in kind, as may be declared, from time to time, by the Board of Directors, out of funds legally available for such purpose.

### C. <u>Preemptive Rights</u>:

Every Shareholder, upon the sale for cash of any unissued shares of stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her prorata share of unissued shares at the price at which it is offered to others.

### D. Liquidation Rights:

In the event of liquidation or dissolution of the corporation, every share of common stock shall participate prorata, in the assets of the corporation available for distribution, whether such liquidation or dissolution is voluntary or involuntary.

### **ARTICLE 5**

The principal office and mailing address of the corporation is C/O Paul D. Orafino, 5695 Via De La Plata Circle, Delray Beach, FL 33484, and the name and address of the initial registered agent of the corporation is ROBERT A. DITTMAN, C/O Dittman Dowling & Schone LLP, 151 NW First Avenue, Delray Beach, FL 33444.

### **ARTICLE 6**

Management of this corporation shall be by the Board of Directors, which shall consist, initially, of one (1) Director. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one. The name and address of the initial Director of this corporation is PAUL D. ORAFINO, 5695 Via De La Plata Circle, Delray Beach, FL 33484.

The initial Director of this corporation shall hold office for the first year of existence of the corporation or until his successor(s) is/are elected, whichever occurs first.

### **ARTICLE 7**

The name and address of the person signing these Articles (the "Incorporator") is:

### ROBERT A. DITTMAN

C/O Dittman Dowling & Schone LLP 151 N.W. First Avenue Delray Beach, Florida 33444

### **ARTICLE 8**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the Shareholders, with the act of the Shareholders to control over any inconsistent act of the Directors.

### **ARTICLE 9**

The Shareholders of this corporation shall not be entitled to remove any Director from office during his term without cause therefor.

### **ARTICLE 10**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by the Florida Business Corporation Act.

### ARTICLE 11

These Articles of Incorporation and/or any amendment hereto may be amended in whole or part in the manner specified by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this \_\_\_\_\_ day of December, 2008.

Incorporator

### STATE OF FLORIDA **COUNTY OF PALM BEACH**

THE FOREGOING INSTRUMENT was sworn to, subscribed and acknowledged before me by ROBERT A. DITTMAN this 3 day of December, 2008. ROBERT A. DITTMAN is personally known to me or, if not, has produced Florida driver's license No. identification.

> Kelly S. Parsons Commission # DD506721 Expires February 1, 2010

[SEAL]

Kelly S. Parson Notary Public

Commission No.:

My commission expires

## CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR SERVICE OF PROCESS OF MEDICAL DEVICE SOLUTIONS, INC.

Pursuant to Chapters 607 and 48, Florida Statutes, the undersigned Incorporator of MEDICAL DEVICE SOLUTIONS, INC., (the "corporation") hereby certifies as follows:

- 1. That the principal office of the corporation shall be and same is C/O Paul D. Orafino, 5695 Via De La Plata Circle, Delray Beach, FL 33484.
- 2. That the Registered Agent for service of process of the corporation shall be and same is ROBERT A. DITTMAN, whose address is 151 NW First Avenue, Delray Beach, FL 33444.

ROBERT A. DITTMAN Incorporator

### **ACKNOWLEDGMENT**

Having been named Registered Agent for service of process of the above stated corporation, at the place designated in this Certificate, I hereby accept such appointment, acknowledge that I am familiar with and accept the obligations of that position, and agree to comply with all provisions of law relative to keeping open said office.

ROBERT A. DITTMAN

Registered Agent

STATE OF FLORIDA COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this day of December, 2008, by ROBERT A. DITTMAN, who is personally known to me or, if not, has produced Florida driver's license No.

as identification.

Kelly S. Parsons
Commission # DD506721
Expires February 1, 2010
Bonded Troy Fam. Insurance Inc. 800-385-7018

Notary Public

Commission No.:

My commission expires:

[SEAL]