

PO9000041950

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(City/State/Zip/Phone #)

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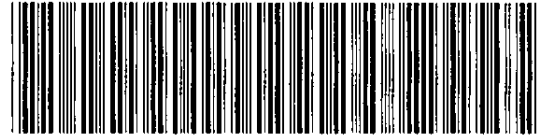
(Business Entity Name)

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*Amended &
Restated*

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RECEIVED
09 AUG 25 AM 11:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 AUG 25 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Ad
8/25/09*

GRAY ROBINSON
ATTORNEYS AT LAW

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August 25, 2009

E-MAIL ADDRESS
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Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: Amended and Restated Articles of Incorporation
Mediquest USA Inc.
Document No. P09000041950
Our File No. 187290-1

To Whom It May Concern:

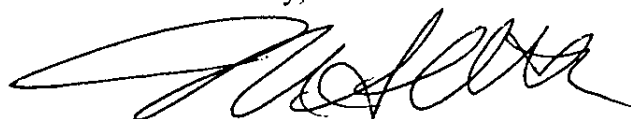
Enclosed for filing please find an original and one copy of an **AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MEDIQUEST USA INC.**, along with a \$35.00 check for the applicable fees – no certified copy necessary, for the following:

MEDIQUEST USA INC.
Document No. P09000041950

Also, upon receipt, please “date-stamp” the second copy of this letter for our files. Please call me at 850/577-9090 when the document has been filed and I will send a runner to pick up the date-stamped filed copy of the Amended Articles.

Thank you for your assistance in this matter.

Sincerely,



Marie-Anne Lubber
Office Administrator

Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MEDIQUEST USA INC.**

FILED

09 AUG 25 AM 11:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting in his capacity as President of MEDIQUEST USA INC. (the "Corporation"), a Florida corporation, on behalf of the Corporation, has executed these Amended and Restated Articles of Incorporation, as approved by the Incorporator of Corporation pursuant to Florida Statutes Section 607.1005, effective August 12, 2009. No shares of the Corporation have been issued, therefore, shareholder action is not required.

These Amended and Restated Articles amend and restate in their entirety the Corporation's Articles of Incorporation, as filed with the Florida Department of State on May 11, 2009.

ARTICLE I - NAME/ADDRESS

The name of the Corporation is MEDIQUEST USA, INC. The street address of the initial principal office of the Corporation shall be 229 Shore Lane, Indian Harbour Beach, FL 32937.

ARTICLE II - CORPORATE EXISTENCE

The Corporation will exist commencing on the date of filing these Articles of Incorporation with the Florida Department of State.

ARTICLE III - DURATION

The Corporation shall exist perpetually.

ARTICLE IV - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of Common Stock having a par value of One Cent (\$0.01) per share.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation shall be:

229 Shore Lane
Indian Harbour Beach, Florida 32937

The name of the registered agent of the Corporation at that address shall be:

Donald T. Smith

ARTICLE VII - BOARD OF DIRECTORS/OFFICERS

A. The Corporation shall have three (3) directors. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one.

B. The name and address of the initial officers and directors of the Corporation is as follows:

<u>Name</u>	<u>Title</u>	<u>Street Address</u>
Robert B. Chaffee	Director/Chairman /CEO/Treasurer	229 Shore Lane Indian Harbour Beach, FL 32937
John M Reisert	Director	229 Shore Lane Indian Harbour Beach, FL 32937
Donald T. Smith	Director/President/ Secretary	229 Shore Lane Indian Harbour Beach, FL 32937

ARTICLE VII – BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

The 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.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 12 day of August, 2009.

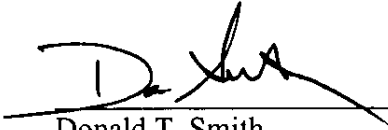


Donald T. Smith, President

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

MEDIQUEST USA, INC.

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.


Donald T. Smith