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EP 6/1/09



**LAW OFFICES OF
J. KELLY KENNEDY**

198 1st St S
Winter Haven, FL 33880-3004



J. KELLY KENNEDY

Attorney at Law/Certified Public Accountant
e-mail: kelly@jkklaw.com

AREAS OF PRACTICE:

Wills, Estates, Estate Planning,
Real Property Law, Taxation,
Corporate, Business and Mortgage Law

CYNTHIA CROFOOT RIGNANESE

Attorney at Law
e-mail: ladylawyer@jkklaw.com

REPLY TO:

PO Box 7604, Winter Haven, FL 33883-7604
Tel: (863) 294-1114 Fax: (863) 294-8937

May 27, 2009

Division of Corporations
PO Box 6327
Tallahassee, Florida 32314-6327

RE: The Cathwear Corporation

Dear Ladies:

Enclosed herewith for filing are Articles of Incorporation for the above-captioned corporation. A copy of the Articles of Incorporation is also enclosed to be certified and returned to the undersigned.

Our firm's check in the amount of \$78.75 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Form	<u>35.00</u>

Total \$ 78.75

Please return the certified copy of the Articles of Incorporation to the undersigned attorney, Cynthia Crofoot Rignanese.

Thank you for your cooperation in this matter.

Sincerely yours,

CYNTHIA CROFOOT RIGNANESE, ESQUIRE

CCR/elh
Enclosures
xc: The Cathwear Corporation
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**ARTICLES OF INCORPORATION
OF
THE CATHWEAR CORPORATION
(a corporation for profit)**

The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is **THE CATHWEAR CORPORATION**

**ARTICLE II
DURATION**

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

**ARTICLE III
PURPOSES AND POWERS**

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, including but not limited to research, development and sales of medical supplies

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "common shares". Said stock shall be issued as "small business corporation" stock in accordance with the plan or plans under the provisions of Section 1244 of the Internal Revenue Code. Therefore:

- a. After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provide in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

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b. Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"THE SHARES OF STOCK REPRESENTED BY THIS CERTIFICATE CANNOT BE TRANSFERRED IF SUCH TRANSFER WOULD VOID THE ELECTION OF THE CORPORATION TO BE TAXED AS A SMALL BUSINESS CORPORATION UNDER SUB-CHAPTER S OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED."

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE V
PRINCIPAL OFFICE

The address of the principal office is 5754 State Road 542 West, Suite 4, Winter Haven, Florida 33880, and the mailing address of the corporation shall initially be 5754 State Road 542 West, Suite 4, Winter Haven, Florida 33880.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 5754 State Road 542 West, Suite 4, Winter Haven, Florida 33880, and the name of its initial registered agent at that office is **PAMALA A. SEYMOUR**.

ARTICLE VII
MANAGEMENT OF THE CORPORATION'S AFFAIRS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

ARTICLE VIII
OFFICERS

The officers of the corporation shall consist of a president, a vice-president, a secretary and a treasurer, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

ARTICLE IX
INITIAL OFFICERS

The names and addresses of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President: **PAMALA A. SEYMOUR**
26 Lake Arrowhead Drive
Winter Haven, Florida 33880

Vice President: **DONAL L. MOCK, JR.**
1183 Clearpointe Way
Lakeland, Florida 33813

Secretary/Treasurer: **MORRIS T. SEYMOUR**
26 Lake Arrowhead Drive
Winter Haven, Florida 33880.

ARTICLE X
BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be three. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

PAMALA A. SEYMOUR
26 Lake Arrowhead Drive
Winter Haven, Florida 33880

DONAL L. MOCK, JR.
1183 Clearpointe Way
Lakeland, Florida 33813

MORRIS T. SEYMOUR
26 Lake Arrowhead Drive
Winter Haven, Florida 33880.

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ARTICLE XI
NAME AND ADDRESSES OF INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

PAMALA A. SEYMOUR
26 Lake Arrowhead Drive
Winter Haven, Florida 33880.

ARTICLE XII
BYLAWS

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

ARTICLE XIII
MEETINGS OF THE SHAREHOLDERS

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

ARTICLE XIV
QUORUM AT SHAREHOLDERS' MEETING

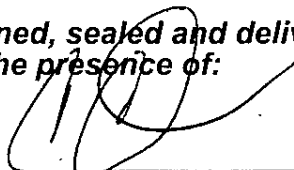
A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

ARTICLE XV
AMENDMENT OF ARTICLES

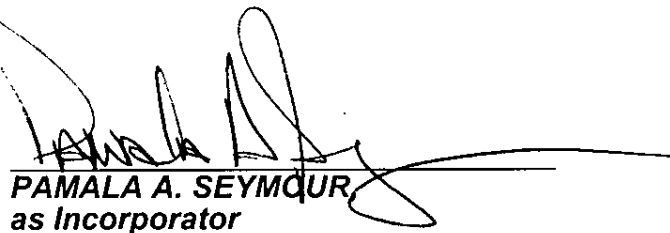
The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 27th day of May, 2009.

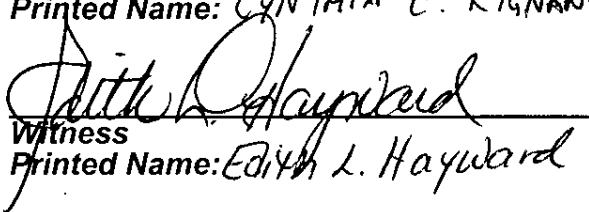
**Signed, sealed and delivered
in the presence of:**



Witness
Printed Name: CYNTHIA C. RIGNANES



PAMALA A. SEYMOUR
as Incorporator



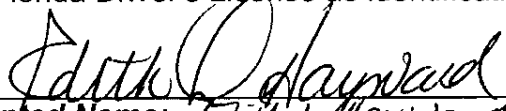
Witness
Printed Name: Edith L. Hayward

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TALLAHASSEE, FLORIDA
STATE

**STATE OF FLORIDA
COUNTY OF POLK**

The foregoing Articles of Incorporation was acknowledged before me this 27th day of May, 2009, by **PAMALA A. SEYMOUR**, who personally appeared before me, is personally known to me, or who has produced Florida Driver's License as identification.



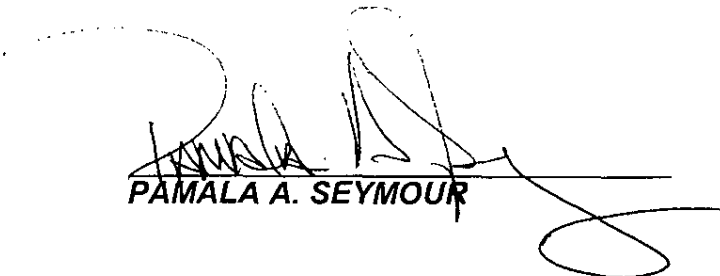

Printed Name: Edith L. Hayward
Notary Public/affix notarial seal

2009 MAY 29 PM 4:37
STATE
TALLAHASSEE, FLORIDA

THE CATHWEAR CORPORATION
ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent, and state that I am familiar with, and accept, the obligations provided for registered agents in the Florida Business Corporation Act.

Dated: May 27, 2009.



PAMALA A. SEYMOUR

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TALLAHASSEE, FLORIDA