

P9500000 4947

DEMPSEY & ASSOCIATES

PROFESSIONAL ASSOCIATION

SUITE 200
1011 W. WORME BLVD.
WINTER PARK, FLORIDA 32789-3744
TELEPHONE (407) 740-7778
TELECOM (407) 740-0911

POST OFFICE BOX 1980
ORLANDO, FLORIDA 32802-1980
TELEPHONE (407) 422-5166

January 13, 1995

800001382878
-01/18/95--01060--007
****122.50 ****122.50

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

Re: Articles of Incorporation of P.I.T.E. Medical, Inc.

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of P.I.T.E. Medical, Inc., together with a check for \$122.50 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the corporation's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before January 20, 1995.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/rp
Enclosures

cc: William J. Christy

A:\1432-01\STATE.1

EFFECTIVE DATE

1-11-95

DMC
1/19/95

FILED
95 JAN 17 PM 3:07
H. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

P.I.T.E. MEDICAL, INC.

FILED

95 JAN 17 PM 3:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

EFFECTIVE DATE

ARTICLE I - NAME OF CORPORATION

1-11-95

The name of this Corporation shall be P.I.T.E. Medical, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 1031 West Morse Boulevard, Suite 200, Winter Park, Florida 32789.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1031 West Morse Boulevard, Suite 200, Winter Park, Florida 32789. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is William P. Weatherford, Jr. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Address

William P. Weatherford, Jr.

1031 W. Morse Blvd., Ste. 200
Winter Park, Florida 32789

ARTICLE VII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Park, Florida, this 11th day of January, 1995.



William P. Weatherford, Jr.

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree 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.

Signature: William P. Weatherford Jr.
William P. Weatherford Jr.

Date: January 11, 1995

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FILED
95 JAN 17 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARLOWE, APPLETON, WEATHERFORD & SALZMAN, P.A.

Attorneys and Counselors at Law
1031 WEST NINE BOULEVARD
SUITE 105
WINTER PARK, FLORIDA 32789-3738
(407) 629-3008

MICHAEL J. APPLETON
MICHAEL L. MARLOWE
WILLIAM P. WEATHERFORD, JR.
WILLIAM P. WEATHERFORD, JR.

WILLIAM P. WEATHERFORD, JR.
of Counsel

FLASH REPLY
FAX MACHINE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 629-0310

PP500000 4947

May 12, 1997

100002184591--1
-05/20/97--01028--001
*****87.50 *****87.50

The Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to the Articles of Incorporation of Pite Medical, Inc.

Gentlemen:

Enclosed is the original and a copy of the Articles of Amendment to the Articles of Incorporation of Pite Medical, Inc., together with a check for \$87.50 to cover the filing fee and certified copy fee.

Once the Articles of Amendment to the Articles of Incorporation have been filed, please return the certified copy to this office in the enclosed self-addressed envelope.

Very truly yours,


WILLIAM P. WEATHERFORD, JR.

WPWjr:dad
Enclosures
cc: William J. Christy, President
E:\WPW\97-0187\ART-AMD.LTR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7 JUN 23 PM 2:47

APPROVED
AND
FILED

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pp5000004947
NE
6-27-97

MARLOWE, APPLETON, WEATHERFORD & SALZMAN, P.A.

Attorneys and Counselors at Law
1031 WEST MORRIS BOULEVARD
SUITE 103
WINTER PARK, FLORIDA 32789-3738
(407) 629-3006

MICHAEL J. APPLETON
MICHAEL L. MARLOWE
GARY S. SALZMAN
WILLIAM P. WEATHERFORD, JR.

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

SUZANNE BARKETT
Of Counsel

June 17, 1997

Ms. Carol Mustain
Corporate Specialist
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: P.I.T.E. Medical, Inc.
Reference No. : P95000004947

Dear Ms. Mustain:

Pursuant to your letter of May 29, 1997, enclosed with this letter are the original and one copy of the Articles of Amendment to the Articles of Incorporation of P.I.T.E. Medical, Inc. Please file these records with the Division of Corporations.

Please call if you have any questions.

Very truly yours,


WILLIAM P. WEATHERFORD, JR.

WPWjr.dad
Enclosure
E:\WPW\STATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 29, 1997

MARLOWE, APPLETON, WEATHERFORD, ET.AL.
% WILLIAM WEATHERFORD, JR.
P.O. DRAWER 2366
WINTER PARK, FL 32790-2366

SUBJECT: P.I.T.E. MEDICAL, INC.
Ref. Number: P95000004947

We have received your document for P.I.T.E. MEDICAL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 497A00029164

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF RITE MEDICAL, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is RITE MEDICAL, INC. (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

All of the directors of the Corporation approved a resolution amending Article 1 of the Articles of Incorporation by written consent dated April 15, 1997 in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved the resolution amending Article 1 of the Articles of Incorporation by written consent dated April 15, 1997, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution amending Article 1 of the Articles of Incorporation:

RESOLVED, that Article 1 of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE 1 - Name. The name of this Corporation shall be RITE & COMPANY"

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated April 15, 1997.

RITE MEDICAL, INC.

By: 

William J. Christy, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 23 PM 2:17

APPROVED
AND
FILED