

EXPOSITO & HANNAN, P.A.

Attorneys At Law  
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Miami, Florida 33135  
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

February 3, 1995

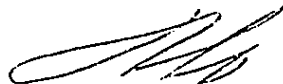
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

RE: Articles of Incorporation, non-profit corporation.

Dear Director:

Enclosed please find our trust account check #1051 in the amount of \$78.75, which represents the filing fee of \$70.00 and the \$8.75 fee for a certificate of good standing as of the date of the filing of the enclosed Articles of Incorporation. I have enclosed the original Articles, two copies, and a stamped/addressed envelope for return of the Certificate of Good Standing as well as a time-stamped copy of the Articles. Please call if you have any questions.

Very truly yours,



Martin L. Hannan

MH/mm

Dmc  
2/9/95

FILED  
95 FEB - 6 PM 4:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

95 FEB -6 PM 4:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

CARIMED INTERNATIONAL, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the Laws of the State of Florida.

*ARTICLE ONE - NAME*

The name of this corporation shall be: Carimed International, Inc.

*ARTICLE TWO - BUSINESS AND PURPOSE*

The corporation is organized for any lawful business purpose permitted under the Laws of the State of Florida

*ARTICLE THREE - ADDRESS OF CORPORATION*

The principal office and mailing address of the corporation shall be 2335 N.W. 107th Avenue, Suite 1M-30, Miami, Florida 33172.

*ARTICLE FOUR - EXISTENCE OF CORPORATION*

This corporation shall have perpetual existence.

*ARTICLE FIVE - CAPITAL STOCK*

(A) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100 shares of common stock with a pare value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at

every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(B) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

#### *ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT*

The initial registered office of this corporation and the initial registered office of the corporation shall be: Jeffrey Exposito, Esq., EXPOSITO & HANNAN, P.A., 2955 S.W. 8 Street, Suite 202, Miami, Florida 33135.

#### *ARTICLE SEVEN - BOARD OF DIRECTORS*

The Board of Directors of this corporation shall consist of not less than one nor more than nine members, the exact number of directors to be fixed from time to time by the stockholders or by the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things

as are not by law directed or required to be exercised or done only by the stockholders. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any directors from office at any time with or without cause.

#### *ARTICLE EIGHT - INITIAL BOARD OF DIRECTORS*

The initial Board of Directors shall consist of one member, such member to hold office until his successors have been duly elected and qualify. The name and address of the initial director is: Richard Exposito, 2335 N.W. 107th Avenue, Suite 1M-30, Miami, Florida 33172.

#### *ARTICLE NINE - INCORPORATOR*

The name and the address of the incorporator making these Articles of Incorporation is Richard Exposito, 2335 N.W. 107th Avenue, Suite 1M-30, Miami, Florida 33172.

#### *ARTICLE TEN - BY-LAWS*

(A) The power to adopt the by-laws of this corporation, to alter, to amend or repeal the by-laws, or to adopt new by-laws shall be vested in the Board of directors of this corporation; provided however, that nay by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by

the vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by a vote of the stockholders.

(B) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management and conduct of the business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or the United States.

#### *ARTICLE ELEVEN - AFFILIATED TRANSACTIONS*

In accordance with the provisions of the Florida Statutes Section 607.0901 (5)(a) (1989), the provisions of the General Corporation Act of the State of Florida currently codified as Section 607.0901 of the Florida Statutes, as the same may be amended from time to time, shall be inapplicable to this corporation.

#### *ARTICLE TWELVE - AMENDMENT OF ARTICLES OF INCORPORATION*

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31<sup>st</sup> day of January, 1995.

BY: Richard Exposito  
Richard Exposito

STATE OF FLORIDA:

COUNTY OF DADE:

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Richard Exposito, known to me to be the person described in and who executed the foregoing who acknowledged before me that she executed same, and an oath was not taken. Said person is personally known to me or said person provided FL Driver's License # E212740671010 as identification. Witness my hand and seal in the County and State aforesaid this 31<sup>st</sup> day of January, 1995.

Martin Louis Hannan  
Notary Public

My commission expires:



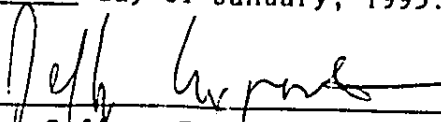
MARTIN LOUIS HANNAN  
My Commission CC429285  
Expires Dec 28, 1998  
Bonded by HAI  
800-422 1555

ACCEPTANCE BY REGISTERED AGENT

I, Jeffrey Exposito, having been named a registered agent to accept service of process for the above named corporation, at the registered office designated in the Articles of Incorporation, hereby agree to act in that capacity, and I

further agree to comply with all provisions of any laws relating  
to the complete performance of my duties.

DATED this 31<sup>st</sup> day of January, 1995.

  
\_\_\_\_\_  
Jeffrey Exposito

THIS INSTRUMENT PREPARED BY:  
Martin L. Hannan, Esq.  
Exposito & Hannan, P.A.  
2955 S.W. 8 Street  
Suite 202  
Miami, Florida 33135  
(305) 643-2300