

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

P95000022957



95 MAR 21 11:14 AM

ACCOUNT NO. : 0721000000032

REFERENCE : 563573 10302B

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : March 21, 1995

ORDER TIME : 11:14 AM

ORDER NO. : 563573

CUSTOMER NO: 10302B

600001434976

CUSTOMER: Ms. Kristin Dunlap
RX MEDICAL SERVICES CORP.

Third Floor
888 E. Las Olas Boulevard
Fort Lauderdale, FL 33301

DOMESTIC FILING

P95000022957

NAME: RX MEDICAL SUPPLY CORP.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea Hamilton

EXAMINER'S INITIALS:

TM
3-22-95
02/A

FILED
95 MAR 21 AM 9 20
TALLAHASSEE, FL 32301
SECRET

ARTICLES OF INCORPORATION
OF
Rx MEDICAL SUPPLY CORP.

FILED
95 MAR 21 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be:

Rx MEDICAL SUPPLY CORP.

ARTICLE II
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 888 East Las Olas Boulevard, Fort Lauderdale, Florida 33301. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III
PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the

following characteristics:

(a) Par value shall be \$0.001 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE V TERM OF EXISTENCE

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

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is Joseph C. Wasch. The street address of the initial registered agent of this corporation is 888 East Las Olas Boulevard, Third Floor, Fort Lauderdale, Florida 33301.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director(s) initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1). The name(s) and address(es) of the initial director(s) of this corporation is/are:

Randolph H. Speer
888 East Las Olas Boulevard
Third Floor
Fort Lauderdale, Florida 33301

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles is Joseph C. Wasch, 888 East Las Olas Boulevard, Third Floor, Fort Lauderdale, Florida 33301.


The undersigned has executed these Articles of Incorporation this 17th day of March, 1995.


Joseph C. Wasch, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Joseph C. Wasch, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath, the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on March 17, 1995.


Notary Public
State of Florida at Large

My Commission Expires:



KRISTIN DUNLAP
My Commission CC338273
Expires Dec. 27, 1997
Bonded by HAI
800-422-1555

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 MAR 21 AM 9 25
TALLAHASSEE, FLORIDA

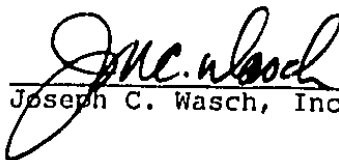
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Rx MEDICAL SUPPLY CORP.

2. The name and address of the registered agent and office is:
Joseph C. Wasch, 888 East Las Olas Boulevard, Third Floor,
Fort Lauderdale, Florida 33301.

Dated: March 17, 1995


Joseph C. Wasch, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: March 17, 1995


Joseph C. Wasch, Registered Agent

File: g:\jwasch\wordfiles\contract\art.incorp.doc

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1204 HAYS STREET

TALLAHASSEE, FL 32301

904-122-1111

12/12/93



ACCOUNT NO. : 072100000032

REFERENCE : 670691 103020

AUTHORIZATION : Patricia Pzyt

COST LIMIT : \$ 35.00

ORDER DATE : August 29, 1995

ORDER TIME : 10:58 AM

ORDER NO. : 670691

CUSTOMER NO: 103020

CUSTOMER: Ms. Kristin Dunlap
Rx Medical Services Corp.
Third Floor
888 E. Las Olas Boulevard
Fort Lauderdale, FL 33301

100001572511

FILED
95 AUG 29 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: RX MEDICAL SUPPLY CORP.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: _____

2100
8/29

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
Rx MEDICAL SUPPLY CORP.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation by stating the following:

- FIRST:** The present name of the Corporation is Rx Medical Supply Corp.
- SECOND:** The following amendment to its Articles of Incorporation was adopted:
1. Article I is amended as follows:

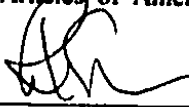
**ARTICLE I
NAME**

The name of the Corporation shall be: Rx Medical Management, Inc.

THIRD: The date of the amendment's adoption is August 22, 1995,

FOURTH: The foregoing amendment was adopted by the sole director and shareholder of the Corporation, and the number of votes cast for the amendment were sufficient for approval.

The undersigned has executed these Articles of Amendment to the Articles of Incorporation this 23rd day August, 1995.



Randolph H. Speer, Sole Director and
Officer and President of the sole Shareholder

FLORIDA
STATE OF ~~FLORIDA~~)
BROWARD) SS.
COUNTY OF ~~BROWARD~~)

The foregoing instrument as acknowledged before me this 23 day of August, 1995, by Randolph H. Speer, who is personally known to me or who has produced his driver's license as identification and who did not take the oath.

My Commission Expires:



Notary Public
State of ~~Florida~~ at Large
Florida



KRISTIN DUNLAP
My Commission OC338873
Expires Dec. 27, 1997
Bonded by HAI
800-428-1866

FILED
95 AUG 29 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA