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RICHARD W. JOHNS  
531 EAST LAKE SUE DRIVE  
WINTER PARK, FLORIDA 32789

March 23, 1995

EFFECTIVE DATE  
3/27/95

RECEIVED  
MAR 24 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Division of Corporate Records  
Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Gentlemen:

Enclosed please find the Articles of Incorporation for **EMPIRE VENTURES INTERNATIONAL, INC.**, hereby submitted for filing under Section 607.164, Florida Statutes. A check in the amount of \$122.50 is enclosed to cover the following fees and taxes:

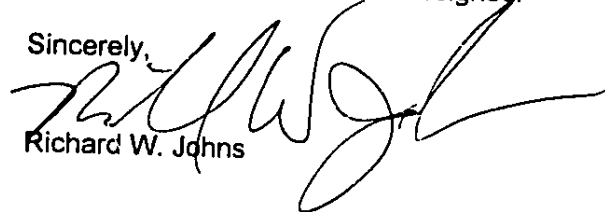
Corporate Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Certificate of Registered Agent	<u>35.00</u>
	\$122.50

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-03/24/95--01058--012  
\*\*\*122.50 \*\*\*122.50


Please send the certified copy of the Articles of Incorporation to the registered office. If you should require any additional information, please contact the undersigned.

Sincerely,

Richard W. Johns



BSJ/dap  
Enclosures

3/27/95  


ARTICLES OF INCORPORATION  
OF  
EMPIRE VENTURES INTERNATIONAL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the Laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is **EMPIRE VENTURES INTERNATIONAL, INC.**

The address of the principal office of this corporation shall be 58 South Ivanhoe Blvd., Box 540873, Orlando, FL 32854-0873.

ARTICLE II - TERM OF EXISTENCE

This corporation shall exist perpetually, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III - NATURE OF BUSINESS

The general purpose for which this corporation is organized shall be to operate a wholesale medical equipment and supply distribution company and to provide all related services.

This corporation may engage or transact in any or all lawful activities or business authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000 shares of common stock having a \$1.00 par value per share.

#### ARTICLE V - INITIAL REGISTERED OFFICE & REGISTERED AGENT

The initial street address of the registered office of this corporation in the State of Florida will be 58 South Ivanhoe Blvd., Orlando, Florida 32804. 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 David A. Pollock. The Board of Directors may from time to time designate a new registered agent.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial number of Directors of this corporation shall be two.

The number of Directors may be increased or decreased from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

The names and street address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until his/her successor is elected or appointed and has qualified are:

Richard W. Johns  
531 East Lake Sue Drive  
Winter Park, Florida 32789

David A. Pollock  
3206 Harrison Avenue  
Orlando, Florida 32804

#### ARTICLE VII - AMENDMENT TO ARTICLES

This 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 stockholders is subject to this reservation.

**ARTICLE VIII - INDEMNIFICATION**

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

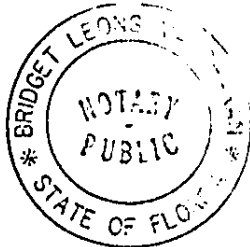
IN WITNESS THEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at WINNIE LAKE, Florida this 22 day of March, 1995.

  
Richard W. Johns


STATE OF FLORIDA, COUNTY OF Orange

BEFORE ME, the undersigned authority, personally appeared Richard W. Johns, known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth herein.

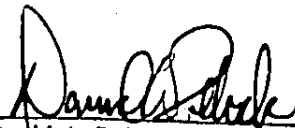
WITNESS my hand and official seal in the county and State last aforesaid this 22 day of March, 1995.



My Comm. Expires May 1, 1995

  
Notary Public  
My Commission Expires:

Having been named as Registered Agent for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties.

  
David A. Pollock

FILED  
55 MAR 24 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA