

05/12/95

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: PRO-MEDICAL EQUIPMENTS PLUS, INC.

FAX AUDIT NUMBER: H95000005383

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/12/1995

TIME REQUESTED: 12:32:25

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**PRO-MEDICAL EQUIPMENTS PLUS, INC.**

**ARTICLE I - NAME**

The name of this corporation is: PRO-MEDICAL EQUIPMENTS PLUS, INC. - - - - -

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of the filing of the articles by the Department of the State, State of Florida.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 500 shares of One - Dollars . . . . . 00/100 - (\$ 1.00 ) par value common stock which shall be designated "COMMON SHARES".

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The initial and principal place of business of this corporation shall be at 1740 WEST 32nd. PLACE - HIALEAH FL. 33012 - - - -  
The registered agent of this corporation shall be: Manuel Saavedra - - and the street address shall be located at 1740 W. 32nd. Pl. - Hialeah - Fl 33012.

Prepared by: Manuel Saavedra  
1740 W. 32nd Pl.  
Hialeah, Fl 33012  
(305) 261-8589

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**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have One directors(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is(are):

Manuel Saavedra  
11052 NW 6th. Terr.  
Miami Fl 33172

**ARTICLE VIII - INCORPORATORS**

The name and address of the each incorporator are:

Manuel Saavedra  
11052 NW 6th. Terr.  
Miami Fl 33172

**ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

**ARTICLE X - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the board of directors or the holders of not more than one tenth of all the shares entitled to vote at the meeting.

**ARTICLE XI - SHAREHOLDERS QUORUM AND VOTING**

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

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

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**ARTICLE XIII - CAPITAL AMOUNT**

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred Dollars . . . . .  
 . . . 00/100 - (\$ 500.00).

**ARTICLE XIV - INDEMNIFICATION**

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned subscribers have executed these articles of incorporation this 12 day of May - - - of 1995.

President

  
 Manuel Saavedra

(seal)

Vice President

(seal)

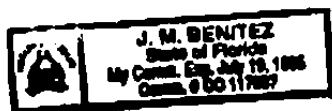
Secretary


(seal)

STATE OF FLORIDA }  
 COUNTY OF DADE } SS:

Before me, a notary public authorized to take acknowledgement in the state and county set forth above, personally appeared:  
 Manuel Saavedra - - - - -  
 - - - - -  
 known to me and known by me to the person(s) who executed the foregoing articles of incorporation, and he(they) acknowledged before me that he(they) 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, this 12- - - day of May, 1995.



  
 Juan M. Benitez  
 NOTARY PUBLIC  
 STATE OF FLORIDA AT LARGE

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**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Purnuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registers office/registered agent, in the State of Florida.

1. The name of the corporation is: PRO-MEDICAL EQUIPMENTS PLUS, INC. - - - - -
2. The name and address of the registered agent and office is:  
Manuel Saavedra  
1740 West 32nd Place Hialeah, - Fl 33012

SIGNATURE \_\_\_\_\_

(Corporate Officer)

TITLE: President

DATE: May 12, 1995.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE \_\_\_\_\_

(Registered Agent)

DATE: May 12, 1995

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TALLAHASSEE, FLORIDA

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