

(SAMPLE LETTER OF TRANSMITTAL)

P950000 47195

Date

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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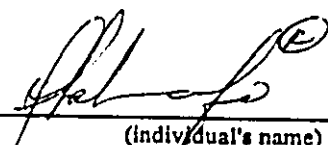
Re: PROSPER MEDICAL SUPPLIES Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


(individual's name)
JOSE A OLMO

(name of corporation)

FILED
95 JUN 14 PM 2:57
TALLAHASSEE, FLORIDA

Dmc
6/16/95

MAILING ADDRESS OF CORPORATION		
3880 E. 9TH LANE		
HIALEAH - FLA 33013		
PHONE		
()		
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

PROSPER MEDICAL SUPPLIES INC

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

PROSPER MEDICAL SUPPLIES INC

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>JOSE A. OLMO</u>		
ADDRESS	<u>3880 EAST 9TH LANE</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33133</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>PROSPER MEDICAL SUPPLIES INC.</u>		
ADDRESS	<u>3880 EAST 9TH LANE</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33133</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (-1-) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

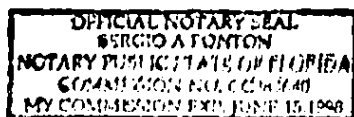
NAME	<u>JOSE A. OLMO</u>	<u>PRES - V-PRES</u>
ADDRESS	<u>3880 EAST 9TH LANE</u>	<u>TREAS - SECT DIR.</u>
CITY	<u>MIAMI</u>	STATE <u>FLA</u> ZIP <u>33133</u>
NAME		
ADDRESS		
CITY	STATE	ZIP
NAME		
ADDRESS		
CITY	STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	JOSE A OLMO		
ADDRESS	3280 EAST 9TH LANE		
CITY	HALEAH	STATE	FLA ZIP 33013
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 7th day of JUNE, 1995.



x [Signature] (Seal)
JOSE A. OLMO (Seal)
 _____ (Seal)

SUBSCRIBE BEFORE ME
 IN HIALEAH-FLA ON
 7TH DAY OF JUNE 1995

[Signature]

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

FILED

CERTIFICATE OF REGISTERED AGENT
OF

95 JUN 14 PM 3:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROSPER MEDICAL SUPPLIES INC.
(name of corporation)

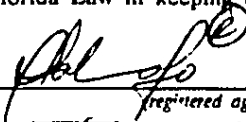
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 3880 EAST 9TH LANE
MIAMI BEACH FLA 33013

has named JOSE A. OLMO
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)
JOSE A OLMO.