

FERNANDO C. MENDIGUTIA

ATTORNEY AT LAW
1525 S.W. 18 STREET
MIAMI, FLORIDA 33145

TELEPHONE: (305) 854-7987

P95000049670

up 21, 1995.

200001521942
-06/23/95--01062--004
****122.50 ****122.50

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

RE : SOUTHEAST MEDICAL EQUIPMENT SERVICES,
INC.

Dear Sir :

Enclosed please find original and one copy of the Articles of Incorporation for the above mentioned corporation, together with check to your order in the sum of \$ 122.50, to cover your fee. Also enclosed is the Registered Agent's Certificate.

Please send me a certified copy of the Articles of Incorporation.

Very truly yours,

F. Mendigutia
Fernando C. Mendigutia.

Encls.

c.c. L. Mendia.

JUN 26 1995 BSB

FILED
95 JUN 23 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SOUTHEAST MEDICAL EQUIPMENT SERVICES, INC.

FILED
95 JUN 23 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is SOUTHEAST MEDICAL EQUIPMENT SERVICES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation shall be any and all activities permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock with a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V - VOTING RIGHTS

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

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 VII - PRINCIPAL INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal and initial registered office of this corporation is 6723 S.W. 92 Avenue, Miami, Florida 33173, and the name of the initial registered agent of this corporation at that address is LILIAN MENDIA.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is:

<u>NAME:</u>	<u>TITLE:</u>	<u>ADDRESS:</u>
LILIAN MENDIA	President/Secretary Treasurer	6723 S.W. 92 Ave. Miami, FL 33173

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles of incorporation is: LILIAN MENDIA, 6723 S.W. 92 Avenue, Miami, Florida 33173.

ARTICLE X - BYLAWS

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

ARTICLE XI - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

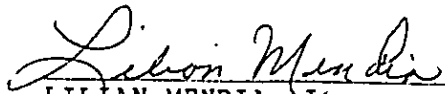
ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - AMENDMENT

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 shareholders is subject to this reservation.

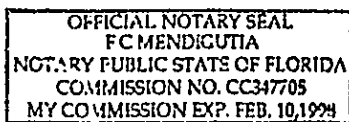
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st. day of June, 1995.


LILIAN MENDIA, Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared LILIAN MENDIA, who is personally known to me, and known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she 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 21st. day of June, 1995.




NOTARY PUBLIC, STATE OF FLORIDA
F C MENDIGUTIA

STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
95 JUN 23 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes.

SOUTHEAST MEDICAL EQUIPMENT SERVICES, INC., a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 6723 S.W. 92 Avenue, Miami, Florida 33173, has named LILIAN MENDIA, located at 6723 S.W. 92 Avenue, Miami, Florida 33173, as its agent to accept service of process within this state.

OFFICERS AND DIRECTORS:

<u>NAME:</u>	<u>TITLE:</u>	<u>ADDRESS:</u>
LILIAN MENDIA	President/Secretary Treasurer	6723 S.W. 92 Ave. Miami, FL 33173

BY: Lilian Mendia
LILIAN MENDIA, Registered Agent

ACCEPTANCE:

I agree, as Registered Agent, to accept Service of Process, to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

Lilian Mendia
LILIAN MENDIA, Registered Agent