

JUL 5 1995  
TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
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FROM: EMPIRE CORPORATE KIT COMPANY  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: NORTH BAY ROAD, INC.  
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DIVISION OF CORPORATIONS

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This instrument prepared by:  
Solomon Weiss, Esq., 420 Lincoln Road — Suite #285  
Miami Beach, Florida 33139 (305) 532-2228  
Fla. Bar. #176797

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
NORTH BAY ROAD, INC.

I/WE, the undersigned, for the purposes of forming a for-profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of State of Florida.

ARTICLE I  
NAME

The name of this corporation shall be NORTH BAY ROAD, INC.

ARTICLE II  
PURPOSE AND POWERS

The Corporation shall have the following powers:

- A. To operate do any and all things permitted by law, and all acts and duties incident thereto and the administration thereof.
- B. Without limiting the generality of the foregoing, to contract and to borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.
- C. Without limiting the generality of the foregoing, to carry out the duties and obligations and receive the benefits given the Corporation by law.
- D. Without limiting the generality of the foregoing, to establish By-Laws and Rules and Regulations.
- F. Without limiting the generality of the foregoing to acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, or mixed, wherever situate, as may be necessary or convenient in the administration of the Corporation, especially as to medical equipment, devices, apparatus, supplies, reports, papers, journals, and medications (of all varieties, to include and

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not be limited to: prescription and non-prescription, homeopathic, topical, internal); contracts for the sale, lease, purchase or maintenance thereof, and securing desirable (or necessary or required) governmental approvals, licenses or contracts, and whether at wholesale or retail, foreign or domestic.

ARTICLE III  
SHARES

There shall be One Hundred Shares of Capital Stock which shall have a Par Value of One Dollar (\$1.00) per share.

ARTICLE IV  
EXISTENCE A PRINCIPAL PLACE OF BUSINESS

The Corporation shall have perpetual existence and its initial principal place of business shall be 2955 North Bay Road, Miami Beach, Florida 33140.

ARTICLE V  
SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is as follows:

Solomon Weiss Weiss & Weiss, Attorneys  
420 Lincoln Road -- Suite #285  
Miami Beach, Florida 33139-3009

ARTICLE VI  
DIRECTORS

A. The Corporation and its affairs shall be managed by a Board of Directors composed of one (1) persons. The following person shall constitute the initial Board of Directors and they shall hold office for the term and in accordance with the provisions of Florida law as it exists as of the formation of the Corporation.:

<u>NAME</u>	<u>ADDRESS</u>
Fay Hirsch	2955 Bay Road Miami Beach, Fl 33140

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**ARTICLE VII  
OFFICERS**

The affairs of the Corporation shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The name and address of the initial Officers who shall serve until the first election of Officers pursuant to the provisions of the By-Laws are as follows:

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NAME	TITLE	ADDRESS
WY HIRSCH	Pres. & Sec./Treas.	2955 Bay Road Miami Beach, Fl.

**ARTICLE VIII  
BY-LAWS**

The By-Laws of the Corporation shall be adopted by the initial board of Directors. The By-Laws may be amended in accordance with the provisions thereof.

**ARTICLE IX  
AMENDMENTS TO ARTICLES**

Amendments to these Articles shall be proposed and adopted according to law.

**ARTICLE X  
INDEMNIFICATION**

Every Director and every Officer of the Corporation may be indemnified by the Corporation against all costs, expenses and liabilities including counsel fees (at trial, on appeal, in collateral proceedings, in administrative matters) reasonably incurred by or imposed upon the Director or Officer in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may become involved by reason of the Director or Officer being or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not to exclusive of all the rights to which such Director or Officer may be entitled, and the Corporation shall have power to purchase and negotiate for such insurance and fidelity bond coverages as it deems appropriate (including the power to decline or limit coverage via deductibles, co-insurance or otherwise), including officer and/or director indemnification.

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ARTICLE XI  
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The name and address of the initial registered agent of this corporation is Solomon Weiss, Esq., whose address is 420 Lincoln Road -- Suite #205, Miami Beach, Florida 33139.

*Solomon Weiss*  
Subscriber:  
Solomon Weiss

STATE OF FLORIDA )  
                          SS:  
COUNTY OF DADE )

BEFORE ME, the undersigned, personally appeared Solomon Weiss, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, or presented the following identification: Florida Driver License and who acknowledged before me that he signed, made and subscribed the same willingly and for the purposes therein mentioned and set forth. Said subscriber did/did not take an oath, but solemnly affirmed under penalties of perjury.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida, this 5<sup>th</sup> day of July, 1995.

*Elena del Rio*  
NOTARY PUBLIC, State of Florida at Large  
MY COMMISSION EXPIRES:



Elena del Rio  
My Commission CC378664  
Expires Jun. 06, 1996  
Bonded by HAI  
800-422-1866

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 40.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT NORTH BAY ROAD, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HEREBY NAMES SOLOMON WEISS WHOSE ADDRESS IS 420 Lincoln Road -- Suite #285, Miami Beach, Florida 33139, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

*Solomon Weiss*  
Solomon Weiss, initial Subscriber

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.

SIGNATURE

*Solomon Weiss*  
Solomon Weiss  
REGISTERED AGENT

TITLE:

DATED:

95 JUL -6 AM 10:33  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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