

Frazer
Hubbard
& Brandt
& Trask
Attorneys At Law

P95000059812

JOHN P. FRAZER
JOHN G. HUBBARD
MARK W. BRANDT
THOMAS L. TRASK

July 28, 1995

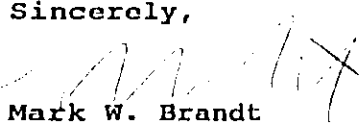
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Gentlemen:

Enclosed are two original executed Articles of Incorporation for
TENETEC, INC. and a check for filing fees in the amount of
\$122.50. Please file the articles as soon as possible and return
one certified copy to my attention.

Sincerely,


Mark W. Brandt
cm

Enclosures

cc: Arie Blok

SHARON L. TALA
AUG -3 1995

**ARTICLES OF INCORPORATION
OF
TENETEC, INC.**

ARTICLE I - NAME

The name of this corporation is **Tenetec, Inc.**, and its street address is 1367 Highland Avenue, Dunedin, Florida 34698.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The general purpose of this corporation is to repair and calibrate instruments for medical industry and the sale of used medical equipment and for all other lawful uses and purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 per value common stock.

ARTICLE - 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/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

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& Brandt
Trask**

Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1367 Highland Avenue, Dunedin, Florida 34698, and the name of the registered agent of this corporation at that address is Arie Blok.

ARTICLE VII - INCORPORATORS

The names and addresses of the person signing these articles of incorporation are:

Arie Blok	1367 Highland Avenue Dunedin, FL 34698
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ARTICLE VIII - BYLAWS

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

ARTICLE IX - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by thirty-three and one-third percent (33-1/3%) of the shares of this corporation.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty percent (50%) plus one (1) 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 presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

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495 Main Street
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**ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS
WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION**

The affirmative vote of sixty-six and two-thirds (66-2/3%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition or liquidation.

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.

ARTICLE XIII - RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporation actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporation actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

ARTICLE XIV - SHAREHOLDERS' MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XVI - POWERS

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

ARTICLE XVII - MEETINGS BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by conference telephone as provided by law.

ARTICLE XVIII - DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

ARTICLE XIX - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by laws.

ARTICLE XX - AMENDMENT

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

ARTICLE XXI - TAX ELECTIONS


This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law, including but not limited to:

1. Qualified pension or profit-sharing plan;
2. Election as a subchapter-S corporation;
3. Treatment of stock under Sec. 1244 et seq. of the

Internal Revenue Code;


4. Stock purchase or option agreement, whether qualified or not;
5. Corporation medical reimbursement plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 28 day of July, 1995.

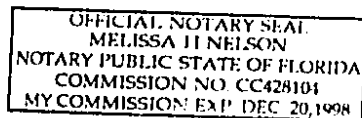

Ario Blok

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 28 day of July, 1995, by Ario Blok, who is personally known to me or who has produced none as identification.


Notary Public

My Commission Expires:



Frazer
Hubbard
& Brandt
& Trask

Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34628

CERTIFICATE

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED: **Tonetec, Inc.** desiring to organize or
qualify under the laws of the State of Florida, with the
principal place of business at 1367 Highland Avenue in the City
of Duncedin, Florida 34698, has named **Arie Blok** as its resident
agent to accept service of process within Florida.

Signature: 

Title: President

Date: July 28, 1995

ACCEPTANCE BY AGENT

Having been named to accept service of process for the
above-stated corporation, at the place designated in the
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: 

Date: July 28, 1995

**Frazer
Hubbard
& Brandt
& Trask**

ATTORNEYS AT LAW
Post Office Box 1178
595 Main Street
Duncedin, FL 34698

Frazer
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& Brandt
Trask
Attorneys At Law

P95000059812

JOHN G. FRAZER
JOHN G. HUBBARD
MARK W. BRANDT
THOMAS J. TRASK

January 23, 1997

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

Dear Sir/Madam:

Enclosed are two copies of executed Articles of Dissolution for
Tenetec, Inc. and a check for filing fees in the amount of
\$87.50. Please file these Articles as soon as possible and
return one certified copy to my attention.

Sincerely,



Mark W. Brandt
cm

Enclosures

cc: Arie Blok

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RECEIVED
97 JAN 27 AM 8:31
DIVISION OF CORPORATIONS

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Diss

FILED
97 JAN 26 AM 10:17
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION OF
TENETEC, INC.

- I. This corporation was incorporated on August 2, 1995.
- II. The name and post office address of the shareholders are

Arie Blok
14703 Wrentham Place
Palm Harbor, FL 34685

Paul Barr
7225 Arboretum Way
New Port Richey, FL 34655

III. All debts, obligations and liabilities of this Corporation have been paid or discharged.

IV. All the remaining property, cash and assets of the Corporation have been distributed among its shareholders according to their respective rights and interests.

VI. There are no actions pending against the Corporation.

VII. The Corporation has elected to dissolve on the unanimous written consent of its shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 23rd day of January, 1997, in Pinellas County, Florida.

Attest:

Jeannet Barr
Jeannet Barr, Secretary

Arie Blok
Arie Blok, President/
Shareholder

Paul Barr
Paul Barr, Vice President/
Shareholder

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23rd day of January, 1997, by ARIE BLOK as President of Tenetec, Inc., (X) who is personally known to me, or who has produced a Florida Driver's License or () _____ as identification.

Notary Public


My Commission Expires:

STATE OF FLORIDA

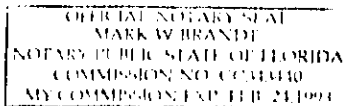
NOTARY PUBLIC
MY COMMISSION EXPIRES
ON _____
AT _____
COUNTY OF _____
STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23rd day of January, 1997, by PAUL BARR as Vice President of Tonotec, Inc., (☒) who is personally known to me, or who has produced a Florida Driver's License or () _____ as identification.


Notary Public

My Commission Expires:



**MINUTES OF A SPECIAL MEETING
OF THE SHAREHOLDERS OF
TENETEC, INC.**

A special meeting of the shareholders of Tenotec, Inc., a Florida corporation, was held at the law office of Frazier, Hubbard, Brandt and Trask, 595 Main Street, Dunedin, FL 34698 on January 22, 1997 at 10:00 a.m., pursuant to a Waiver of Notice, attached hereto.

Both of the shareholders were present in person, and Mr. Blok announced that the shareholders were present and that they had executed a Waiver of Notice of the meeting. As Chairman, he announced that the purpose of the meeting was to consider dissolution of the corporation.

After discussion, the following resolution was unanimously adopted by the shareholder of the corporation:

WHEREAS, the shareholders of the corporation have determined that it is advisable and beneficial for the corporation to be dissolved; and

WHEREAS, the shareholders hereby adopt and approve the attached Articles of Dissolution for the corporation; NOW THEREFORE be it

RESOLVED, that it is planned to assemble and marshall the assets of the corporation, pay or make adequate provisions for the creditors and debtors of the corporation, and apportion the remaining assets to Arie Blok and Paul Barr in accordance with their respective interests in the corporation.

1. The corporation will distribute all its property and assets within one year of the date of the adoption of these minutes.

2. All liabilities and obligations of the corporation will be paid or discharged, or adequate provisions will be made therefor.

3. Arie Blok, as an officer of the corporation, is authorized to sell or otherwise liquidate all the properties and assets of the corporation as he deems necessary or advantageous to facilitate the dissolution of the corporation.

4. Arie Blok, as an officer of the corporation, is authorized to do any and all things necessary or convenient to carry these resolutions into effect, including but not limited to:

- a) Executing any and all instruments of conveyance;
- b) Paying all taxes and fees;
- c) Executing all documents required by law to be filed; and
- d) Doing all other things necessary or convenient to effect the dissolution of the Corporation.

5. After the provision for, or the payment of, the known debts and liabilities of the corporation, Arie Blok is hereby authorized and directed to distribute the remaining cash and all other assets of the corporation to himself and Paul Barr equally as stockholders in exchange for all their stock in the corporation.

There being no further business to come before the meeting, it was, upon motion duly made, seconded and unanimously carried, adjourned.

Dated: 125 / 97

Attest:

Jeannet Barr
Jeannet Barr, Secretary

Arie Blok
Arie Blok, President/Shareholder

Paul A. Barr
Paul Barr, Vice President/
Shareholder