

95E00060881

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
400 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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SUITE 200
MIAMI FL 33135- 311- 04
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000008249)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 27, 1995

EMPIRE

MIAMI, FL

SUBJECT: MEDICAL CONCEPTS, INC.
REF: W95000015117

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Steven Godfrey
Corporate Specialist

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

August 7, 1995

EMPIRE

MIAMI, FL

SUBJECT: BAY MEDICAL, INC.
REF: W95000015117

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Loria Poole
Corporate Specialist

FAX Aud. #: H95000008249
Letter Number: 595A00036953

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida
32314

STUART GREENBERG
2801 SW 31 AVE.
PEMBROKE PINES, FL 33009
(305) 987.3696
FL. Bar NO. 214884

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

BAY MEDICAL, INC.

ARTICLE I: NAME

The name of this corporation is Bay Medical, Inc.

ARTICLE II: PURPOSE

The purpose for which this corporation is formed is to market and sell medical equipment and supplies and the transaction of any and all businesses permitted under the laws of the State of Florida.

ARTICLE III: DURATION

This corporation shall have perpetual existence.

ARTICLE IV: PRINCIPLE OFFICE

The principle place of business of said corporation shall be 1640 S.W. 55th Avenue, Plantation, Florida with the privilege of operating at any other place within and without the State of Florida.

ARTICLE V: RESIDENT AGENT

The initial resident agent for this corporation is Stuart E. Greenberg, and the initial resident office is located at 2801 S.W. 31st Avenue, Pembroke Park, Florida. 33009.

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned hereby accepts the designation.

Stuart E. Greenberg
Stuart E. Greenberg, Resident Agent

495000008249

ARTICLE VI: CAPITALIZATION

The amount of capital with which the corporation will begin doing business is five hundred dollars (\$500.00).

The maximum number of shares that the corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock at one dollar (\$1.00) par value each.

ARTICLE VII: SUBSCRIBERS

The name and street address of the original incorporator of these Articles of Incorporation is:

Keith A. Semok
1640 S.W. 55th Avenue
Plantation, FL 33317

ARTICLE VIII: STOCKHOLDERS AGREEMENTS

The stockholders of this corporation may enter into such agreements as they may see fit wherein and whereby said stockholders may limit their voting rights by virtue of such stockholders agreements.

ARTICLE IX: DIRECTORS

The number of directors of this corporation shall be no less than one nor more than four.

The names and addresses of the first directors are:

Keith A. Semok
1640 S.W. 55th Avenue
Plantation, FL 33317

Lawrence Frank
1641 S.W. 55th Avenue
Plantation, FL 33317

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator have set my hand and seal this 17 day of July, 1993, for the purpose of forming this corporation

495000008249

TOTAL P.05

under the laws of the State of Florida, and I hereby make and file
in the office of the Secretary of State of the State of Florida,
these Articles of Incorporation and certify that the facts herein
stated are true.

Keith A. Semok
Keith A. Semok

STATE OF FLORIDA
COUNTY OF Broward) SS

The foregoing instrument was acknowledged before me on the
14 day of July, 1995 by Keith Semok who is personally
known to me.



STUART E. GREENBERG
My Commission CC447628
Expires Mar. 22, 1999
Bonded by HAI
870-428-1000

Stuart E. Greenberg
NOTARY PUBLIC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TO

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