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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ALL MEDICAL, INC.
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TALLAHASSEE, FLORIDA

Aug 21 1996

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ARTICLES OF INCORPORATION OF
ALL MEDICAL, INC.

ARTICLE I.
NAME

The name of the Corporation shall be: ALL MEDICAL, INC.

The principal place of business of this Corporation shall be:

1737 NE 26th Drive
Ft. Lauderdale, Florida 33334

ARTICLE II.
DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III.
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV.
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock which shall be designated "Common Stock".

Prepared By:

Beverly L. Vesel, Esq.
Trade Centre South, Suite 930
100 West Cypress Creek Road
Ft. Lauderdale, FL 33309
Florida Bar #323713

Beverly L. Vesel, Esq.
100 W. Cypress Creek Rd.
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Ft. Laud., FL 33309
(305) 771-8210

FILED
SEP 21 1966
Ft. Lauderdale, Florida
CLERK OF DISTRICT COURT

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**ARTICLE V.
ADDRESS**

The street address of the initial Registered Office of the Corporation shall be 100 West Cypress Creek Road, Suite 930, Ft. Lauderdale, Florida 33334. The name of the initial Registered Agent of the Corporation at that address is: Beverly L. Vanel

**ARTICLE VI.
DIRECTOR**

This Corporation shall have one Director, initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director is:

Susan A. Botkin
1737 NE 26th Drive
Fort Lauderdale, Florida 33334

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

Susan A. Botkin
1737 NE 26th Drive
Fort Lauderdale, Florida 33334

**ARTICLE VII.
RESTRICTIONS ON TRANSFER OF STOCK**

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders or to this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

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STATE OF FLORIDA

COUNTY OF BROWARD

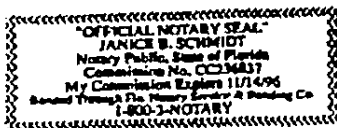
BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Susan A. Botkin, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed the same and who did take an oath.

WITNESS my hand and seal this 18th day of August, 1995.

Janice B. Schmidt
NOTARY PUBLIC

Janice B. Schmidt
TYPED OR PRINTED NAME OF NOTARY PUBLIC

My Commission Expires:



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ARTICLE VIII.
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE IX.
POWERS

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

ARTICLE X.
INDEMNIFICATION

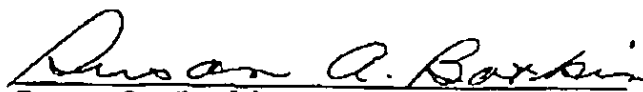
This Corporation shall indemnify any Officer or Director, of any former Officer or Director, to the full extent permitted by law.

ARTICLE XI.
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18 day of August, 1995.


Susan A. Botkin

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ACCEPTANCE OF REGISTERED AGENT OF ALL MEDICAL, INC.

Having been named to accept service of process for the above-stated Corporation and the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to the keeping open of said office.

Beverly L. Vesel

By: 

Beverly L. Vesel

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Beverly L. Vesel, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed the same and who did take an oath.

WITNESS my hand and seal this 18th day of August, 1995.


NOTARY PUBLIC

Janice B. Schmidt
TYPED OR PRINTED NAME OF NOTARY PUBLIC

My Commission Expires:

