

LAW OFFICES OF  
MARC J. POSTELNEK

P95000073509

SUITE H - B  
FINANCIAL FEDERAL BUILDING  
407 LINCOLN ROAD  
MIAMI BEACH FLORIDA 33139  
DADE (305) 538-7210  
BROWARD (305) 920-0663  
FAX (305) 534-5470

September 19, 1995

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

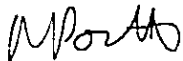
RE: Articles of Incorporation for:  
Guaranteed Lowest Cost Medical Equipment Brokers, Inc.

Gentlemen:

Enclosed herewith you will please find Articles of Incorporation for Guaranteed Lowest Cost Medical Equipment Brokers, Inc., along with my check payable to the Secretary of State in the amount of \$122.50. Please file the Articles and return a certified copy of same to this office.

Thank you for your attention to this matter. If you have any questions, please feel free to contact me.

Very truly yours,



MARC POSTELNEK

MP:cm  
Enclosures

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\*\*\*\*122.50 \*\*\*\*122.50

SAB  
9/22/95

ARTICLES OF INCORPORATION

OF

GUARANTEED LOWEST COST MEDICAL EQUIPMENT BROKERS, INC.

WE, the undersigned, do submit these Articles for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

ARTICLE I

The name of the corporation shall be: GUARANTEED LOWEST COST MEDICAL EQUIPMENT BROKERS, INC., Its business shall be carried out at 1650 N.E. 205th Terrace, North Miami Beach, Dade County, FL 33179, or at such other points or places in the State of Florida, the United States, or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows:

The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes 607 et seq.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 1,000 shares, with a par value of \$1.00 per share.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the Incorporators or by the Directors at the meeting called for such purpose.

#### ARTICLE IV

This Corporation shall begin business with a capital of \$200.00 and the undersigned incorporators do hereby state that there has already been paid into the Corporation on behalf of the subscribers set forth herein the sum of \$200.00 Dollars.

#### ARTICLE V

This Corporation shall exist perpetually.

#### ARTICLE VI

The business of this Corporation shall be conducted by a Board of Directors of not less than two (2) Directors, the exact number of Directors to be fixed by the Bylaws of this Corporation. Directors must be stockholders.

#### ARTICLE VII

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office until the organizational meeting of this Corporation, and until their successors are elected and have qualified are:

DAVID BAER  
8439 Boca Glades Blvd. East  
Boca Raton, FL 33434

ARTHUR WAGNER  
7825 Aberdeen Lakes Drive  
Boynton Beach, FL 33437

#### ARTICLE VIII

The offices to be held by the above named Directors are as follows:

DAVID BAER        -        PRESIDENT  
ARTHUR WAGNER -        SECRETARY/TREASURER

#### ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
DAVID BAER	8439 Boca Glades Blvd. East Boca Raton, FL 33434	100	\$100.00
ARTHUR WAGNER	7825 Aberdeen Lakes Dr. Boynton Beach, FL 33437	100	\$100.00

#### ARTICLE X

The name and address of the initial registered agent is:  
MARC POSTELNEK, 407 Lincoln Road, Suite 11-B, Miami Beach, FL 33139.

#### ARTICLE XI

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a director or officer of the Corporation, and each person who serves at the request of the Corporation, from and against any and all claims and liabilities to which such person shall become subject by

reason of his being director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim of liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

#### ARTICLE XII

No contract or other transaction between this Corporation and any other firm or corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporations are pecuniarily or otherwise interested in, or are directors or officers of, such other firm or corporation, provided that the fact that he/she is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other

corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he/she were not a director or officer of such other corporation or not so interested.

#### ARTICLE XIII

The Shareholders of the Corporation are hereby granted preemptive rights as conditions precedent to the issuance or sale of any additional stock of the Corporation.

#### ARTICLE XIV

The transferability or assignment of the stock of the Corporation has been restricted pursuant to that certain Agreement between the Shareholders of the Corporation.

#### ARTICLE XV

The Shareholders of the Corporation have entered or will be entering into a certain Shareholders' Agreement.

#### ARTICLE XVI

The provisions of this Charter, and each and every article and section hereof, and the Bylaws of this Corporation shall be considered a part of every contract and transaction to which this

Corporation shall be a party. Every person, association, and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 12 day of SEPTEMBER, 1995.

David Baer (SEAL)  
DAVID BAER

Arthur Wagner (SEAL)  
ARTHUR WAGNER

STATE OF FLORIDA )

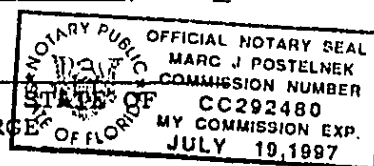
COUNTY OF DADE )

SS:

BEFORE ME, the undersigned authority, personally appeared DAVID BAER, to me known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed; that I relied upon the following form(s) of identification of said person: PERSONALLY KNOWN.

WITNESS my hand and official seal in the County and State aforescribed this 12 day of SEPT, 1995.

Marc J. Postelnek  
NOTARY PUBLIC,  
FLORIDA AT LARGE



My Commission Expires:

STATE OF FLORIDA )

COUNTY OF DADE )

SS:

BEFORE ME, the undersigned authority, personally appeared ARTHUR WAGNER, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the

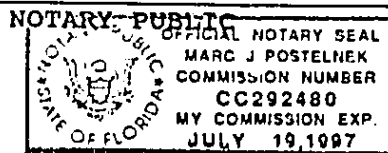
same for the purposes therein expressed; that I relied upon the following form(s) of identification of said individual: \_\_\_\_\_

PERSONALLY KNOWN

WITNESS my hand and official seal in the County and State  
aforescribed this 12 day of SEPT, 1995.

*[Signature]*

My Commission Expires:



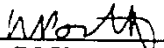


CERTIFICATE DESIGNATING REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

First, that GUARANTEED LOWEST COST MEDICAL EQUIPMENT BROKERS, INC., a Florida Corporation qualified to do business under the laws of this State, with its principal office located at 1650 N.E. 205th Terrace, North Miami Beach, Dade County, FL 33179, has appointed MARC POSTELNEK, 407 Lincoln Rd., Suite 11-B, Miami Beach, FL 33139, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
MARC POSTELNEK, REGISTERED AGENT  
407 Lincoln Road, Suite 11-B  
Miami Beach, FL 33139  
(305) 538-7210