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networks

PREMIUM MEDICAL EQUIPMENT, INC.

RECEIVED

6 JAN 4 11:06

DESIGN INCORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 791932 81517A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 4, 1996

ORDER TIME : 9:41 AM

ORDER NO. : 791932

CUSTOMER NO: 81517A

CUSTOMER: Ms. Mirta Guillez
FERRELL & FERTEL, P.A.

Miami Center, Suite 1920
201 S. Biscayne Boulevard
Miami, FL 33131

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*****70.00 *****70.00

DOMESTIC FILING

NAME: PREMIUM MEDICAL EQUIPMENT,
INC.

FILED
96 JAN -4 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

T. BROWN JAN - 5 1996

ARTICLES OF INCORPORATION
OF
PREMIUM MEDICAL EQUIPMENT, INC.

FILED
96 JAN -4 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PREMIUM MEDICAL EQUIPMENT, INC.

The principal place of business of this corporation shall be 621 W. 39th Place, Hialeah, Florida 33012.

ARTICLE II. NATURE OF BUSINESS

The purpose of this corporation is to transact 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 621 W. 39th Place, Hialeah, Florida 33012, and the name of the initial registered agent of the corporation at that address is Frank Fernandez.

ARTICLE V. TERM OF EXISTENCE

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officers and two directors initially. The names and street addresses of the initial officers and directors who shall hold office for the first year of the corporation, or until their successor is elected or appointed is:

FRANK FERNANDEZ
621 W. 39th Place
Hialeah, FL 33012

JOSE RAUL FONTS
8895 S.W. 197th Terrace
Miami, FL 33157

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Frank Fernandez, 621 W. 39th Place, Hialeah, FL 33012.

ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, 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 3rd day of January, 1996.

Frank Fernandez
Incorporator

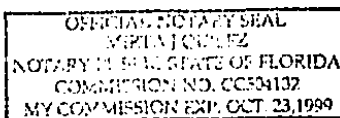
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared FRANK FERNANDEZ, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 3rd day of January, 1996.

Michael J. Quinley
Notary Public
State of Florida at Large

My Commission Expires:



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

FILED
96 JAN -4 AM 9:27
CLERK OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that PREMIUM MEDICAL EQUIPMENT, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 621 W. 39th Place, Hialeah, Florida 33012, has named FRANK FERNANDEZ as its agent to accept service of process within Florida.

Dated: January 3, 1996.

Frank Fernandez
Incorporator

Having been named to accept service of process for the above named 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 performance of my duties.

Frank Fernandez
FRANK FERNANDEZ
Registered Agent