



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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## ARTICLES OF INCORPORATION

### OF

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

### ARTICLES I

#### NAME

The name of the Corporation shall be:

SOUTH DADE MEDICAL EQUIPMENT, CORP.  
3801 E 9 CT MIAMI, FL 33013

### ARTICLE II

#### PURPOSES

The purpose for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- a) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- b) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

### ARTICLE III

#### CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is ONE HUNDRED (100) shares common stock, having a nominal or par VALUE of ONE DOLLAR ( 1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors, but in no event shall be less than \$1.00

#### **ARTICLE IV**

##### **TERM**

This corporation shall commence on the date of the filing of these Article. of Incorporation and shall have perpetual existence.

#### **ARTICLE V**

##### **REGISTERED AGENT AND REGISTERED OFFICE**

The Registered Agent of this corporation shall be LEONARDO O MACIAS , and the Registered Office shall be located at:  
11492 QUAIL ROOST DR., MIAMI FL 33157  
or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with Law.  
The aforementioned location also constitutes the principal office.

#### **ARTICLE VI**

##### **DIRECTORS**

This corporation shall have not less than one or more than ONE directors, as set forth in the By-laws. The name and street address of the first board of directors of this corporation who, subject to this Articles of Incorporation, By-laws of this corporation, and the laws of the State of Florida, shall hold office until his successors have been elected and qualified, is:

<b>NAME</b>	<b>STREET ADDRESS</b>
DOMINGO MIRANDA	3801 E 9 COURT HIALEAH FL 33013

#### **ARTICLE VII**

## **INSPECTION OF BOOKS AND RECORDS**

The corporation shall from time to time determine whether and to what extent and at what times and place and under what conditions and regulations that accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders shall have the right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders of the board of directors.

## **ARTICLE VIII**

### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

## **ARTICLE IX**

### **TELEPHONE MEETING AUTHORIZATION**

Member of the board of directors or any executive committee designated by the board of directors in accordance with law shall be deemed present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can heard or be heard by all other persons, is used.

IN WITNESS WHEREOF, the parties named below have hereby executed these Articles of Incorporation for the uses and purposes herein stated.

*[Signature]*  
President  
*[Signature]*  
Secretary  
*[Signature]*  
Treasurer

STATE OF FLORIDA )

COUNTY OF DADE )

I HEREBY CERTIFY That on this day, before me, Notary Public duly authorized in the State and County name above to take acknowledgment, personally appeared:

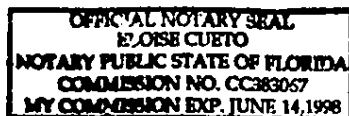
*Personally known*

to me know to be the person (s) describe as subscribed (s) to the foregoing Articles of Incorporation, in and who executed the same, and acknowledged before me that they executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida, this *Eleven* day of *January* 19*96*, 1996.

*Eloise Cueto*

OF



Notary Public of the STATE

FLORIDA AT LARGE

My commission expires: *6/14/98*

DIVISION OF CORPORATIONS P O BOX 6327 TALLAHASSEE FL