

P96000007356

TRANSMITTAL LETTER

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

100001694691
-01/22/96--01054--019
*****70.00 *****70.00

SUBJECT: Ameda bill of Central FLORIDA, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

LOU ANN ROBINSON

Name (printed or typed)

1106 W. DIXIE ST.

Address

PLANT CITY, FL 33566

City, State & Zip

813-759-6436

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JAN 22 AM 11:47

FILED

NOTE: Please provide the original and one copy of the articles.

631/24/96

**ARTICLES OF INCORPORATION
OF
AMEDABILL OF CENTRAL FLORIDA, INCORPORATION**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: Amedabill of Central Florida, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be: 1106 West Dixie Street, Plant City, Florida 33566

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 50 shares of common stock having a par value of \$10.00.

ARTICLE IV

The name and address of the initial registered agent is: Judith G. Cornelius, 2005 Pan Am Circle, Suite 500, Tampa, Florida 33607.

ARTICLE V

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Lou Ann Robinson, President / Director, 1106 West Dixie Street, Plant City, Florida 33566.

Michelle Imber, Vice- President / Director, 10200 North Armenia Avenue, Apartment 1105, Tampa, Florida 33612.

Michelle Imber, Secretary/Treasurer, 10200 North Armenia Avenue, Apartment 1105, Tampa, Florida 33612.

ARTICLE VI

The number of Directors of this corporation shall not be less than 2, nor more than 5.

STATE OF FLORIDA
JAN 22 11:11 AM '97
PLANT CITY

ARTICLE VII

The following general provision shall govern this corporation:

The time and place of the annual stockholders meeting shall be fixed and provided by the bylaws and notice of same shall be given in one of the methods provided by law. Any meeting of stockholders may be held within or without this state. Any stockholder may waive notice of the time, place and purpose of any meeting, either before, or at such meeting.

ARTICLE VIII

There shall be a President of this corporation, who shall also be a Director, one or more Vice-Presidents, as the Board of Directors may from time to time determine, a Secretary and Treasurer. Such officers shall be chosen by the Board of Directors, and shall hold office subject to laws of the State of Florida or until their successors are elected and qualified

All of the officers, agents and employees of the corporation shall have such powers and perform such duties as may be prescribed by the by-laws or determined by the Board of Directors.

Any person may hold two or more offices, except that the President may not also be the Secretary, Assistant-Secretary or Vice-President of the corporation.

ARTICLE IX

The general nature of the business to be transacted shall be as follows:

(a) To do such things as are incidental to the accomplishment of the following objects or purposes, or necessary or incidental to the protection or benefit of the corporation, and to transact any other kind of business that may seem to the corporation capable of being conveniently carried on in connection with any of said purpose or objects or calculated either directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights or beneficial or desirable for the stockholders of this corporation, not contrary to the laws of the State and whether or not of the same nature as, or similar nature to, any of the purpose hereinafter expressed.

(b) To have and to exercise all of the powers granted by the laws of Florida to corporations, the following clauses shall be construed as objects and powers and shall not be held construed in anyway to limit or restrict or confine the powers of the the corporation, provided that nothing herein contained shall be construed to grant this corporation banking powers or any right, powers or privileges not permitted by the laws of florida to corporations.

(c) To acquire the goodwill, rights, property, business and franchise of any person, firm, association, or corporation whatsoever now or hereafter engaged in any business which the corporation may lawfully conduct; to pay therefor in cash or in stocks or bonds of this corporation or otherwise, in the manner dispose of the whole or any part of the rights and property acquired to assume in connection or corporation, and to conduct in lawful manner the whole or any part of the business thus acquired.

(d) To make and to enter into contracts of all kinds of individual, firm, association, private, public, or municipal corporation, state, government authority, including but without limiting the generality of the foregoing, contracts.

(e) To borrow money and to make, accept, endorse, exchange, warrants, obligations, evidences of indebtedness and negotiable instruments of all kinds, whether secured by mortgages, deed of trust, pledge or otherwise, without limit as to amount and to secure the same by mortgage, deeds of trust, and/or pledge of all or any of the real and personal property of this corporation or otherwise.

(f) To become a Joint Venturer or Partner (either general or limited or both) to enter into Agreements or Joint Venture or Partnership with one or more other persons, partnerships, Associations or Corporations for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any other purposes herein set forth or otherwise, or which may be calculated directly or indirectly to promote the best interest of this corporation or to enhance the value of its property or business.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by majority of the stock entitled to vote thereon, unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The corporation shall be deemed to commence its existence on the date of filing these Articles of Incorporation.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this
15 day of January, 1996.

LouAnn Robinson
SIGNATURE

Michelle Lumber
SIGNATURE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
96 JAN 22 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Amedabill of Central Florida, Inc.
1106 West Dixie Street
Plant City, Florida 33566
2. The name and address of the registered agent and office is:
Judith G. Cornelius
2005 Pan Am Circle
Suite 500
Tampa, Florida 33607

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(SIGNATURE)

1/17/96

(DATE)

P96000007356

Requestor's Name
1106 N. Dixie St.
Plant City, FL 33566

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

FILED
AUG 14 PH 1:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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*****35.00 *****35.00

VS AUG 22 1997

Wold's

Examiner's Initials	
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ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FILED
97 AUG 14 PM 1:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FIRST: The name of the corporation is: Ameda BILK of Central
Florida, Inc.

SECOND: The articles of incorporation were filed on: 1-22-96

THIRD: (CHECK ONE)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 12 day of August, 19 97.

Signature Lou Ann Robinson
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

LOU ANN Robinson
(Typed or printed name)

PRESIDENT, Director
(Title)