

KEANE MURPHY & HOUGH
A LAW PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS
800 LAUREL OAK DRIVE
SUITE 301
NAPLES, FLORIDA 34103

P96000000g182

December 21, 1995

300001671969
-12/27/95--01056--015
*****70.00 *****70.00

Secretary of State
Corporation Division
Tallahassee, FL 32314

Re: Palm Medical Supply Corporation

Dear Sir or Madam:

Enclosed please find Articles of Incorporation to be filed in connection with the above-named corporation together with the Designation of Registered Agent.

This firm's check in the amount of

Filing Fee	\$ 35.00
Designation Reg/Agent	35.00
Total	\$ 70.00

Thank you for your cooperation in this matter.

Sincerely,

For

Frank P. Murphy

Encl.
FPM/dty

FILED
JAN 26 PM 9 30
GAVE
AUTHORIZATION BY PHONE TO
CORRECT
DATE 1-26-96
DOC. EXAM
12-96



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum
Secretary of State

January 4, 1996

FRANK P. MURPHY, ESQUIRE
800 LAUREL OAK DRIVE
SUITE 301
NAPLES, FL 33963

SUBJECT: PALM MEDICAL SUPPLY CORPORATION
Ref. Number: W96000000268

We have received your document for PALM MEDICAL SUPPLY CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 996A00000510

KEANE MURPHY & HOUGH
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

FRANK P. MURPHY, ATTORNEY, P.A.
800 LAUREL OAK DRIVE
SUITE 301
NAPLES, FLORIDA 33963
(941) 866-7070
(800) 282-4860
FAX (941) 866-7867

GREGORY G. KEANE, P.A.
FRANK P. MURPHY, P.A.
GEORGE B. HOUGH, JR., P.A.

STUART
900 E. OCEAN BOULEVARD
SUITE 244
STUART, FLORIDA 34984
(407) 288-0000

PLEASE REPLY TO NAPLES OFFICE

January 15, 1996

Florida Department of State
ATTN: Dana Farmer
Document Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
JAN 25 1996
STATE
TALLAHASSEE, FLORIDA

Re: Palm Medical Supply Corporation
Ref No. W96000000288

Dear Ms. Farmer,

Pursuant to your correspondence of January 4, 1996, enclosed please find
Articles of Incorporation for the above-referenced corporation.

Thank you for your assistance.

800001695208
-01/22/96--01101--016
*****70.00 *****70.00

Sincerely,



Frank P. Murphy, Esq.

FPM/dty

Encl.

SERVING:
NAPLES
FT. MYERS
LAKE LAND
STUART
PALM BEACH



BOARD CERTIFIED:

FRANK P. MURPHY IS BOARD CERTIFIED IN WILLS, TRUST AND ESTATES BY THE FLORIDA BAR.

96 FILED
JAN 26 PM 9 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be Palm Medical Supply Corporation.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. STOCK

This corporation is authorized to issue 1,000,000 shares of common stock at no par value.

ARTICLE V. REGISTERED AGENT

The name and address of the initial registered agent and office of this corporation are as follows:

Frank P. Murphy, Registered Agent/Office
800 Laurel Oak Dr., Ste. 301
Naples, Florida 33963

PRINCIPAL OFFICE

The principal office of Palm Medical Supply Corporation shall be 3947 Skyway Dr., Naples, Florida 33962.

ARTICLE VI. DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial directors of this corporation are:

George Atkinson
3947 Skyway Dr.
Naples, Florida 33962

ARTICLE VII. OFFICERS

The initial officers of this corporation shall be President, Vice-president, Secretary and Treasurer.

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these Articles of Incorporation are:

George Atkinson
3947 Skyway Dr.
Naples, Florida 33962

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this revision.

ARTICLE X. RIGHT TO PURCHASE STOCK

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices and terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written

walver submitted by the shareholder to the corporation within thirty (30) days of receipt of a notice from the corporation.

ARTICLE XI. VOTING

All shares of stock shall be entitled to cumulative voting in the election of the Board of Directors.

ARTICLE XII. EFFECTIVE DATE

This articles shall be effective on the date signed hereof, and the corporate existence commence as of the date signed hereof.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has executed these Articles of Incorporation this 18TH day of ~~December~~, 1995.

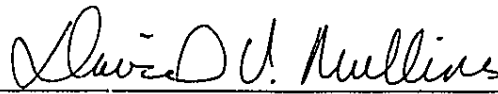
January

George Atkinson, Incorporator

**STATE OF FLORIDA
COUNTY OF COLLIER**

I HEREBY CERTIFY that on this day before me, a Notary Public duly licensed to take acknowledgements in the State and County aforesaid, personally appeared George Atkinson, personally known to me or have produced A325-315-27-345-0 as identification the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 18TH day of January, 1995.



Notary Public

**DESIGNATION AND ACCEPTANCE OF REGISTERED OFFICE
AND REGISTERED AGENT**

The undersigned subscriber(s) of the Articles of Incorporation for PALM MEDICAL SUPPLY CORPORATION, hereby designates the following individual as registered agent for this corporation, and the following address as the registered office of the corporation:

Frank P. Murphy, Registered Agent/Office
800 Laurel Oak Dr., Ste. 301
Naples, Florida 33963

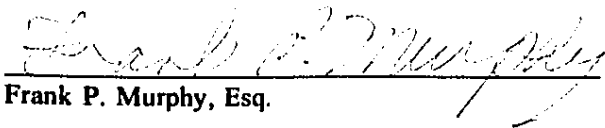

George Atkinson

FILED
56 JAN 25 11 9 34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of PALM MEDICAL SUPPLY CORPORATION.

DATED this 12TH day of December, 1995.


Frank P. Murphy, Esq.

P9600008182

GREGORY J. KEANE, P.A.
FRANK P. MURPHY, P.A.
GEORGE D. HOUGH, JR., P.A.

FRANK P. MURPHY & HUGH
ATTORNEYS AT LAW
FRANK P. MURPHY, ATTORNEY
800 LAUREL OAK DRIVE
SUITE 301
NAPLES, FLORIDA 33963
(941) 566-7070
(800) 282-4860
FAX (941) 566-7057

STUART
900 E. OCEAN BOULEVARD
SUITE 244
STUART, FLORIDA 34994
(407) 288-0000

PLEASE REPLY TO NAPLES OFFICE.

May 20, 1996

Florida Department of State
Division of Corporations
Attn: New Filing Section
P.O. Box 6327
Tallahassee, FL 32314

P96-8182

Re: Address Change for Palm Medical Supply
Corporation

Dear Sir or Madam,

Please change the Director's and physical address of the above corporation from 3947
Skyway Drive, Naples, Florida 33962, to the following:

PALM MEDICAL SUPPLY CORPORATION
411 9TH STREET NORTH
NAPLES, FLORIDA 34102-5806

Please make this change effective immediately. Should you have any questions or
concerns, please contact my office at (800) 282-4860.

Sincerely,



Frank P. Murphy, Esq.

FPM/dvm

updated LR 5/24
sent R/A info

SERVING:
NAPLES
FT. MYERS
LAKELAND
STUART
PALM BEACH



BOARD CERTIFIED:

FRANK P. MURPHY IS BOARD CERTIFIED IN WILLS, TRUST AND ESTATES BY THE FLORIDA BAR.

P96000008182

KEANE, MURPHY & HOUGH
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

FRANK P. MURPHY, ATTORNEY, P.A.
800 LAUREL OAK DRIVE
SUITE 301
NAPLES, FLORIDA 33963
(941) 860-7070
(800) 202-4800
FAX (941) 860-7057

STUART
900 E. OCEAN BOULEVARD
SUITE 244
STUART, FLORIDA 34994
(407) 288-0000

GREGORY D. KEANE, P.A.
FRANK P. MURPHY, P.A.
GEORGE B. HOUGH, JR., P.A.

PLEASE REPLY TO NAPLES OFFICE

July 3, 1996

Secretary of State
Division of Corporations
P.O. Box 6237
Tallahassee, Florida 32301

400001885834
-07/05/96--01070---003
*****35.00 *****35.00

Re: Palm Medical Supply Corporation

Dear Sir or Madam,

Enclosed please find an Amendment to the Articles of Incorporation to be filed in connection with the above-referenced corporation. This firm's check in the amount of \$35.00 payable to the Secretary of State is enclosed representing your filing fees.

Thank you for your cooperation.

Sincerely,



Frank P. Murphy, Esq.

FPM/dty
Encl.

FILED
96 JUL -5 PM 4: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 7/11
Amend.

SERVING:
NAPLES
FT. MYERS
LAKE LAND
STUART
PALM BEACH



BOARD CERTIFIED:

FRANK P. MURPHY IS BOARD CERTIFIED IN WILLS, TRUST AND ESTATES BY THE FLORIDA BAR.

JUL 01 1996

**AMENDMENT TO ARTICLES
OF INCORPORATION**

Whereas, the Directors of Palm Medical Supply Corporation hereby amend the Articles of Incorporation from:

ARTICLE VI. DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial director of this corporation is:

George Atkinson
3947 Skyway Dr.
Naples, Florida 33962

to:

ARTICLE VI. DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial director of this corporation is:

John Atkinson
411 9th Street North
Naples, Florida 34102-5806

Whereas, Shareholder approval is not needed for such amendment to the Articles of Incorporation. The date of adoption of such Amendment to the Articles of Incorporation is June 26, 1996.

Dated this 26 day of June, 1996.

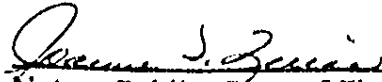


John Atkinson, Director

FILED
95 JUL -5 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements in the State and County aforesaid, personally appeared, JOHN ATKINSON to me known to be the person described as Director in the above-corporation and who executed the foregoing Amendment to Articles of Incorporation, and acknowledged before me that she executed same.



Notary Public, State of Florida

