

The Law Offices of

KATZMAN & KORR P.A.

A Professional Association of Attorneys

P96000013561

February 5, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

1100 South State Road Seven
Suite 102
Margate, Florida 33068
Telephone: (954) 972-8228
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**RE: Incorporation of MEDI-QUIP TRANSFER ALLIANCE, INC.
Sub-Chapter S Corp**

Dear Sirs:

Enclosed please find the formal original Articles of Incorporation for the above-referenced company and a check in the amount of \$122.50 for filing fees and certification of same. Kindly file and return a certified copy of same in the self addressed stamped envelope provided.

Thank you for your prompt attention to this matter.

Sincerely,

KATZMAN & KORR, P.A.

Ferren L. Korr, Esq.
Managing Partner

Enclosure
law files/corp/mcdi-quip

RECEIVED
FEB 9 96
DEPT. OF STATE
TALLAHASSEE, FLORIDA

2/13/96
JB

ARTICLES OF INCORPORATION/SUB-CHAPTER S

OF

MEDI - QUIP TRANSFER ALLIANCE, INC.

FILED
25 FEB -9 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of the Sub Chapter-S Corporation shall be

MEDI - QUIP TRANSFER ALLIANCE, INC.

The principal place of business of this business shall be

15970 West State Road 84, Suite # 140, Fort Lauderdale, Florida 33326.

The general purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. The specific nature of business of the Corporation will be the retail, wholesale and/or re-sale of new or previously owned saleable medical equipment.

ARTICLE II
CAPITAL STOCK

The authorized capital stock of this corporation shall be Two Hundred (200) shares of common stock at \$1.00 par value. The common stock shall be payable in cash, property or services at a just valuation to be fixed by the Board of Directors, if one so exists at a regular or a special meeting called for this purpose. No capital stock may be issued to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

No shareholder of this corporation may sell or transfer his shares in such corporation except to another individual who is eligible to be a shareholder of such corporation.

ARTICLE III
TERM OF EXISTENCE

The sub-chapter s corporation is to exist perpetually.

ARTICLE IV
OFFICERS AND DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected are:

SCOTT PRAVDA - PRESIDENT
SCOTT PRAVDA - VICE PRESIDENT
SCOTT PRAVDA - SECRETARY
SCOTT PRAVDA - TREASURER

Scott Pravda
President, Vice President, Secretary, and Treasurer
767 Verona Lake Drive
Fort Lauderdale, Florida 33326

ARTICLE VI
INCORPORATORS

The name and address of the incorporator is:

Scott Pravda
President, Vice President, Secretary, and Treasurer
767 Verona Lake Drive
Fort Lauderdale, Florida 33326

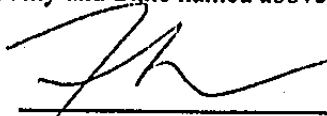
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 5th day of FEB, 1996.


Scott Pravda

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY on this day before me, a Notary Public duly authorized in the State
and County named above to take acknowledgements, personally appeared **Scott Pravda**, to me
known to be the person described as incorporator in and who executed the foregoing Articles of
Incorporation and who acknowledged that he executed the foregoing Articles of Incorporation for
the purposes set forth therein.

Witness my hand and official seal in the County and State named above this 5th day
of FEB, 1996.


FERREN L. KOHR, ESQ.
Notary Public, State of Florida

My Commission Expires:



FERREN L. KOHR
My Commission CC360302
Expires Mar. 30, 1998
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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 sub-chapter S corporation is:

MEDI - QUIP TRANSFER ALLIANCE, INC.

2. The name and address of the registered agent and office is:

**FERREN L. KORR, ESQ.
Katzman & Korrr, P.A.
1100 South State Road Seven
Suite # 102
Margate, Florida 33068**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.



FERREN L. KORR, ESQ., Registered Agent

2/5/96
DATE

FILED
56 FEB - 9 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA