

PA600003/288

AMAN & LINS  
A PROFESSIONAL CORPORATION

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April 2, 1996

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-04/04/96--01060--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

**Re: Incorporation of Guardian Angel Health Products, Inc.**

Gentlemen:


Please find enclosed the following documents for filing with regard to the referenced corporation:

1. Articles of Incorporation (two originals - one for filing with the State; one for returning file-stamped to the undersigned).
2. Certificate Designating Registered Agent (original and one copy).

Also enclosed is a check in the amount of \$70.00 payable to the Secretary of State to cover the following costs:

a. Filing Fee	\$35.00
b. Registered Agent Designation	<u>\$35.00</u>
<b>Total:</b>	<b>\$70.00</b>

Thank you for your assistance. Please call if you have any questions.

Very truly yours,  
  
Jeffrey A. Aman

FILED  
96 APR -4 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAA:jac  
Enclosures

DJC  
4-10-96

**ARTICLES OF INCORPORATION  
OF  
GUARDIAN ANGEL HEALTH PRODUCTS, INC.**

**FILED**  
96 APR -4 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the Corporation is GUARDIAN ANGEL HEALTH PRODUCTS, INC. The address of the Corporation is 4507 Old Orchard Drive, Tampa, Florida 33624.

**ARTICLE II  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III  
PURPOSE**

The Corporation is organized for the following purposes: to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

**ARTICLE IV  
CAPITAL STOCK**

The Corporation is authorized to issue 7,500 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares," and all of which shall have the same rights and privileges.

**ARTICLE V  
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 14502 North Dale Mabry, Suite 314, Tampa, Florida 33618, and the name of the initial Registered Agent of the Corporation at that address is Jeffrey A. Aman.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Director of the Corporation is:

Robert J. Eley  
4507 Old Orchard Drive  
Tampa, Florida 33624

**ARTICLE VIII  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Jeffrey A. Amn, 14502 North Dale Mabry, Suite 314, Tampa, Florida 33618.

**ARTICLE IX  
BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X  
INDEMNIFICATION**

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

**ARTICLE XI  
AMENDMENT**

The 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 reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2<sup>nd</sup> day of April, 1996.

  
\_\_\_\_\_  
Jeffrey A. Amn, Incorporator

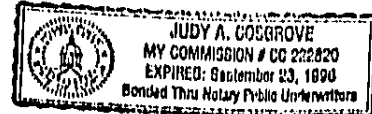
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of April, 1996 by Jeffrey A. Aman, who is personally known to me.

Judy A. Cosgrove  
Signature of person taking acknowledgment  
\_\_\_\_\_  
Name typed/printed/stamped  
\_\_\_\_\_  
Title

My commission expires:



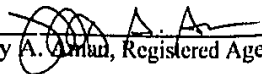
**CERTIFICATE DESIGNATING REGISTERED AGENT**

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That GUARDIAN ANGEL HEALTH PRODUCTS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 4507 Old Orchard Drive, Tampa, Florida 33624, has named Jeffrey A. Aman, located at 14502 North Dale Mabry, Suite 314, Tampa, Hillsborough County, Florida 33618, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

  
\_\_\_\_\_  
Jeffrey A. Aman, Registered Agent

Date: April 2, 1996

FILED  
05 APR -4 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA