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Timothy K. Douglas, P.A.

Timothy K. Douglas

Attorney and Counselor At Law

Donald W. Duncan
of Counsel

25 Florida Park Drive, Suite B
Palm Coast, Florida 32137
(904) 445-0500
Fax: (904) 445-7000

Mailing Address
Post Office Box 352411
Palm Coast, Florida
32135-2411

April 8, 1996

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

RECEIVED 7784138
04/12/96--01052--000
++++\$70.00 +++++\$70.00

RE: Surgical Equipment Associates,

TO WHOM IT MAY CONCERN:

Enclosed please find an original and one (1) copy of the Articles of Incorporation concerning the above referenced corporation, together with our check in the sum of \$70.00 representing your filing fee. If all is in order, kindly file the Articles and return a certified copy of same to me.

If you have any questions, please do not hesitate to call.

Sincerely,



Timothy K. Douglas

TKD:sm
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 APR 15 PM 3:45

Sallie
to give permission
to change corp suffix
from LTD to INC.
ST
4/18

ARTICLES OF INCORPORATION
of
SURGICAL EQUIPMENT ASSOCIATES, INC.

RECORDED
INDEXED
JAN 15 1965
FBI - TAMPA

The undersigned subscribers of these Articles of SURGICAL EQUIPMENT ASSOCIATES, INC. , each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

SURGICAL EQUIPMENT ASSOCIATES, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to distribute medical instruments and supplies; and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a nominal or par value of \$10.00. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$1000.00.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 403 Ocean Marina Drive, Flagler Beach, Florida 32136. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Jack Mize	403 Ocean Marina Dr. Flagler Beach, Fl. 32136

ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration thereof:

Name	Address	Shares	Consideration
Jack Mize	403 Ocean Marina Dr. Flagler Beach, Fl. 32136	100	\$1000.00

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be 25 Florida Park Dr., Suite B, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation.

STATE OF FLORIDA

COUNTY OF FLAGLER

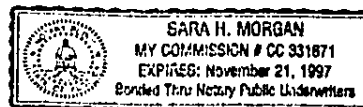
[Signature]
JACK MIZE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JACK MIZE, to me personally known to be the person described as subscriber in and 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 named above this 23rd day of April 19 96.

[Signature]
Notary Public, State of Florida at
Large

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

APR 15 PM 3:45
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT SURGICAL EQUIPMENT ASSOCIATES, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS AT ADDRESS, HAS NAMED TIMOTHY K.
DOUGLAS, P.A., LOCATED AT 25 FLORIDA PARK DRIVE SUITE B, CITY OF
PALM COAST, STATE OF FLORIDA, AS ITS REGISTERED AGENT AND OFFICER
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Jack Mize, President

DATE: 3/23/96

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.



Timothy K. Douglas
REGISTERED AGENT

DATE: 4/9/96