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WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A. FILED
ATTORNEYS AT LAW

96 MAY 10 PM 2:10

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HAROLD A. WARD, III
ALLISON L. WARREN
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VICTOR E. WOODMAN

REPLY TO:
Orlando

May 9, 1996

VIA: FEDERAL EXPRESS

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

Re: Pensacola Medical Equipment, Inc.

Dear Sir/Madam:

Enclosed please find the following documents pursuant to the incorporation of the above referenced company:

1. The executed Articles of Incorporation;
2. A copy of the executed Articles of Incorporation to be certified and returned and;
3. A check in the amount of \$122.50 to cover filing fees and certified copy.

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Sincerely,

M. Deborah Fricke
Corporate Legal Assistant

:mdf
Enclosures

Handwritten initials and date: 5-17-96

**ARTICLES OF INCORPORATION
OF
PENSACOLA MEDICAL EQUIPMENT, INC.**

FILED
96 MAY 10 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:

PENSACOLA MEDICAL EQUIPMENT, INC.

ARTICLE II - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be May 9, 1996, and it shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE V - Initial Corporate Office;
Initial Registered Office and Agent**

The street address of the initial corporate office is 4506 L.B. McLeod Road, Suite F, Orlando, Florida 32811 and the mailing address is P.O. Box 53-6576, Orlando, Florida 32853-6576. The initial registered office of this Corporation is 390 N. Orange Avenue, Suite 1490, Orlando, Florida 32801, and the name of the initial registered agent of this Corporation at that address is J. P. Carolan, III.

ARTICLE VI - Directors

A. The initial number of Directors of this Corporation shall be two (2).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation. In no event, however, shall the number of Directors be less than two (2).

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Stephen P. Griggs	4506 L. B. McLeod Road Suite F Orlando, FL 32811
Rebecca R. Irish	4506 L. B. McLeod Road Suite F Orlando, FL 32811

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporator

The name and street address of the Incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
J. P. Carolan, III	390 N. Orange Avenue Suite 1490 Orlando, FL 32801

ARTICLE VIII - Indemnification

The Corporation shall indemnify each of its officers and directors, whether or not then in office, and his executor, administrator or heirs, against any and all actual expenses actually and necessarily incurred by him, including, but not limited to attorneys' fees, in connection with the defense of any litigation, administrative procedure or suit to which he may have been made a party because he is or was a director or an officer of the Corporation. He shall have no right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the Corporation for negligence or misconduct in the performance of his duties. The right to indemnity for expenses settled if the court having jurisdiction of the action shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such officer or director may be entitled.

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE X - Amendment to Articles

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 Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

ARTICLE XII - No Preemptive Rights

No Shareholder of this Corporation shall have any preemptive or preferential right, as there are defined by law, to subscribe for or purchase shares or securities which the Corporation may from time to time issue or sell.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of May, 1996.

J. P. Carolan, III
J. P. Carolan, III

FILED
MAY 10 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

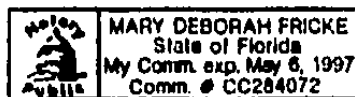
STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9th day of May, 1996, by J. P. Carolan, III. He is personally known to me or [] has produced _____ as identification.

Mary Deborah Fricke
NOTARY SIGNATURE

Mary Deborah Fricke
NOTARY NAME PRINTED
Notary Public; State of Florida
My Commission Expires: 5/10/97



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of Pensacola Medical Equipment, Inc.

J. P. Carolan, III
J. P. Carolan, III