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**ARTICLES OF INCORPORATION OF  
TOTAL CARE MEDICAL EQUIPMENT, INC.**

**ARTICLE I.  
NAME**

The name of the Corporation shall be: **TOTAL CARE MEDICAL EQUIPMENT, INC.** The principal place of business of the Corporation shall be:

100 West Cypress Creek Road  
Suite 930  
Fort Lauderdale, FL 33309

**ARTICLE II.  
DURATION**

This Corporation shall exist perpetually commencing on the date these Articles are filed.

**ARTICLE III.  
NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV.  
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock which shall be designated "Common Stock".

Prepared By:

Beverly L. Vesel, Esq.  
Trade Center South, Suite 930  
100 West Cypress Creek Road  
Fort Lauderdale, FL 33309  
Florida Bar #225713

(954) 361-1567

BEVERLY L. VESEL, ESQ.  
100 W. CYPRESS CREEK RD. # 930  
Ft. Laud. FL 33309  
FON. 323-113

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**ARTICLE V.  
ADDRESS**

The street address of the initial Registered Office of the Corporation shall be 100 West Cypress Creek Road, Suite 930, Ft. Lauderdale, Florida 33309. The name of the initial Registered Agent of the Corporation at that address is: Gary Cooper

**ARTICLE VI.  
DIRECTOR**

This Corporation shall have one Director, initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director is:

Guillermo Marin  
100 West Cypress Creek Road  
Suite 930  
Fort Lauderdale, FL 33309

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

Guillermo Marin  
100 West Cypress Creek Road  
Suite 930  
Fort Lauderdale, FL 33309

**ARTICLE VII.  
RESTRICTIONS ON TRANSFER OF STOCK**

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders or to this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

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**ARTICLE VIII.  
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

**ARTICLE IX.  
POWERS**

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

**ARTICLE X.  
INDEMNIFICATION**

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

**ARTICLE XI.  
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, 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 6th day of June, 1996.

  
Guillermo Marin

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STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Guillermo Marin, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed the same and who did take an oath.

WITNESS my hand and seal this 6<sup>th</sup> day of June, 1996.



MARY ANN RIZZO  
My Commission Expires Aug. 27, 1998

Mary Ann Rizzo  
NOTARY PUBLIC

MARY ANN RIZZO  
TYPED OR PRINTED NAME OF NOTARY PUBLIC

My Commission Expires:

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**ACCEPTANCE OF REGISTERED AGENT OF TOTAL CARE MEDICAL EQUIPMENT, INC.**

Having been named to accept service of process for the above-stated Corporation and the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to the keeping open of said office.

GARY COOPER

By: Gary Cooper

Gary Cooper

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Gary Cooper, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed the same and who did take an oath.

WITNESS my hand and seal this 6th day of June, 1996.



MARY ANN RIZZO  
My Commission Expires Aug. 17, 1999

Mary Ann Rizzo  
NOTARY PUBLIC

MARY ANN RIZZO

TYPED OR PRINTED NAME OF NOTARY PUBLIC

My Commission Expires:

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