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6/17/96  
EMPIRE CORPORATE KIT COMPANY  
FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINED STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000  
FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135-- 9-0000  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3884  
FAX: (305) 541-3770  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: MED-MEDICAL, INC.  
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DIVISION OF CORPORATIONS

6-17-96  
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EMPIRE CORPORATE KIT

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P.14/17

Prepared By:

Howard Packer  
2000 S. Dixie Hwy., 113  
Miami, FL 33133  
FAX: 444 741  
305-285-0980

**ARTICLES OF INCORPORATION  
OF  
MED-MEDICAL, INC.**

96 JUN 17 PM 2:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this Corporation is MED-MEDICAL, INC.

**ARTICLE II - DURATION**

The corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

The purpose of this corporation is to engage in any or all lawful business for which corporation may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended, and any other activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

**ARTICLE V - CUMULATIVE VOTING**

Shareholders of this Corporation may vote their stocks cumulatively. Each shareholder shall have the total number of votes which is equal to the number of shares of stock with voting rights which such shareholder holds multiplied by the number of directors to be elected. The shareholder may give all of their votes to one candidate or distribute them among as many candidates as the shareholder may wish. Notice must be given by any shareholder to the President or Vice President of the Corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that such shareholder intends to cumulate his vote at said election.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 VII - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation is:

8648000096H

8648000096H

Law Offices of Howard Packer  
2000 S. Dixie Highway, 113  
Miami, FL 33133  
FAX: 444 741

**AQUILES IRIZARRY**  
7715 S.W. 86 STREET, #A2-107  
MIAMI, FLORIDA 33143

and the initial registered agent of this Corporation at such office is **AQUILES IRIZARRY**.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have 2 Directors constituting the Initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws; however there shall never be less than 1 Director nor more than 5. The name and address of the Initial Board of Directors of the corporation:

**Aquiles Irizarry, President and Vice-President**  
7715 S.W. 86 Street, A2-107  
Miami, Florida 33143

**Aquiles Irizarry, Secretary**  
7715 S.W. 86 Street, A2-107  
Miami, Florida 33143

#### **ARTICLE X - INCORPORATORS**

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

**Aquiles Irizarry**  
7715 S.W. 86 Street, A2-107  
Miami, Florida 33143

#### **ARTICLE XI - INDEMNIFICATION**

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

#### **ARTICLE XII - AMENDMENT**

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on June 14, 1996.

  
\_\_\_\_\_  
AQUILES IRIZARRY  
Incorporator

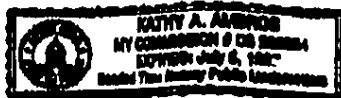
STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared AQUILES IRIZARRY, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this June 14, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission Expires:



JUN-17-1996 12:43

EMPIRE CORPORATE KIT

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

SECRETARY OF STATE  
ALL AMESSE, FLORIDA

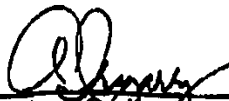
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

MED-MEDICAL, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7715 S.W. 86 Street, #A2-107, Miami, Florida 33143, has named

Aquiles Izarray  
7715 S.W. 86 Street, A2-107  
Miami, Florida 33143

as its agent to accept service of process within Florida.

Dated: June 14, 1996.

  
Aquiles Izarray  
Director

Having been named to accept service of process for MED-MEDICAL, INC., at the place designated in this certificate, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
Aquiles Izarray  
Registered Agent

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