

96000077955

CAROLYN STARKWEATHER
11900 Biscayne Blvd.
Suite 809
North Miami, FL 33181

(305) 893-8931

ON SECRET FILED STATE
95 SEP 18 PM 57

September 17, 1996

Via Federal Express

500001950535
-09/18/96--01062--019
***122.50 ***122.50

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Top Medical Supply, Inc.

Dear Sir or Madam:

With reference to the above, I am herewith enclosing the original and one copy of the Articles of Incorporation for TOP MEDICAL SUPPLY, INC., along with check in the sum of \$122.50 representing applicable filing fees. Please process this corporation as expeditiously as possible and return a conformed copy of the same to the undersigned in the Federal Express envelope enclosed for your convenience.

Very truly yours,

Carolyn Starkweather

CAROLYN STARKWEATHER

Encls.

D. BROWN SEP 19 1996

ARTICLES OF INCORPORATION
OF
TOP MEDICAL SUPPLY, INC.

RECEIVED
95 SEP 18 PM 57

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. Name. The name of this corporation is
TOP MEDICAL SUPPLY, INC.
2. Duration. This corporation shall have perpetual existence.
3. Purpose. The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.
4. Capital Stock. The corporation is authorized to issue 100 shares, all of one class, with \$.01 par value.
5. Initial Registered Office and Agent. The name and address of the initial registered agent and office of this corporation is as follows:

<u>Registered Agent</u>	<u>Principal Office and Mailing Address</u>
MARILUZ TAVAREZ	255 NW 15 Street Boca Raton, FL 33432
6. Initial Board of Directors: This corporation shall have two (2) directors, initially. The number of directors may be either increased or decreased from time to time by amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
MARILUZ TAVAREZ	255 NW 15 Street Boca Raton, FL 33432
LINNEA SCHMIDT	255 NW 15 Street Boca Raton, FL 33432

7. Incorporator. The names and addresses of the Incorporators signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
MARILUZ TAVAREZ	255 NW 15 Street Boca Raton, FL 33432
LINNEA SCHMIDT	255 NW 15 Street Boca Raton, FL 33432

8. Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

9. Non-Resident Directors. Directors need not be residents of this state or shareholders unless otherwise directed by the By-Laws.

10. Directors Authority to Fix Compensation. Directors shall have authority to fix compensation unless otherwise provided in the By-Laws.

11. Pre-emptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized) including shares from the treasury of this corporation, in the ratio that the number he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

12. Director Conflict of Interest.

a. No contract or other transaction between the corporation and one or more of its directors, or between the corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose provided that:

1. The fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contracts or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. Such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. The contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholder.

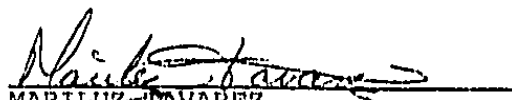
B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

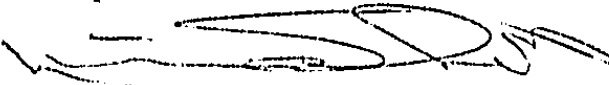
13. Indemnification. The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the By-Laws of this corporation and/or the Florida Statutes.

14. Removal of Directors. At a meeting of the shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of 51% of the shares then entitled to vote at an election of directors.

15. Informal Action of Directors. If all directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17 day of September 1996.


MARILUZ TAVAREZ
Incorporator


LINNEA SCHMIDT
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared, MARILUZ TAVAREZ and LINNEA SCHMIDT, to me known to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 17 day of September, 1996.

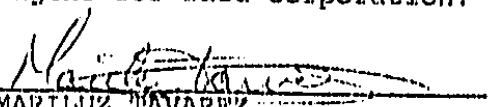

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

OFFICIAL NOTARY SEAL
CAROLYN K STARKWEATHER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC378437
MY COMMISSION EXP. MAY 30, 1998

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


MARILUZ TAVAREZ
Registered Agent

FILED
SECRETARY OF STATE
OFFICE OF THE CLERK
SEP 19 PM 12:57

P96000077955

September 9, 1997

Division of Corporations
409 W. Gaines Street
Tallahassee, FL 32314

500002291745-13
-09/12/97--01062--013
****122.50 ****122.50

RE, TOP MEDICAL SUPPLY, INC.
CORP. DOC# P96000077955
FEI # 65-0695050

Dear Sir/Madam:

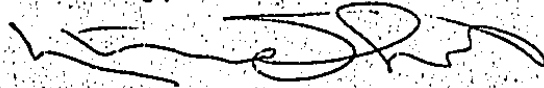
Enclosed please find the articles of amendment for Top Medical Supply, Inc. and check #2863 in the amount of \$122.50. This is the filing fee for the articles of amendment, filing fee for the registered agent amendment and the fee for a certified copy of the amendments.

Also enclosed please find an application for registration of fictitious name and check #2864 in the amount of \$80.00. This check represents the filing fee for the registration and the fee for a certified copy of the registration of fictitious name.

If you would be so kind, may I please request that you use the enclosed FEDEX envelope for your document return and forward same envelope with the above mentioned application and check #2864 to the Fictitious Name Department for their paperwork return as well.

Please be aware that all of your time and efforts are GREATLY APPRECIATED. Thank you very much.

Sincerely,



Linnea Schmidt
255 NW 15 Street
Boca Raton, FL 33432
(561) 392-8757

FILED
97 SEP 29 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Doc
9/29

Amend

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
97 SEP 29 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P96000077955

TOP MEDICAL SUPPLY, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

5. Registered Office and Agent. The name and address of the registered agent and office of this corporation is as follows:

Registered Agent

Linnea Schmidt

Principal Office and Mailing Address

255 NW 15 Street
Boca Raton, Fl. 33432

6. Board of Directors:

The names and addresses of the corporation are:

directors of this

Name

Address

LINNEA SCHMIDT

255 NW 15 Street
Boca Raton, Fl 33432

MARIA TERESA RODRIGUEZ

1635 NW 124th Street
N. Miami, Fl 33167

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 8-28-97

FOURTH: Adoption of Amendment(s) (check one)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 28 day of AUGUST, 1997

Signature


(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

LINNEA SCHMIDT

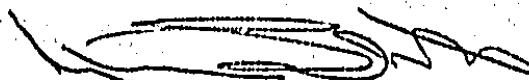
Typed or printed name

CHAIRMAN, - BOARD OF DIRECTORS

Title

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

A handwritten signature in dark ink, appearing to read 'Linnea Schmidt', is written over a horizontal line.

LINNEA SCHMIDT
Registered Agent

September 24, 1997

ATTN: Teresa Brown
Corporate Specialist

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

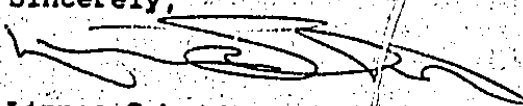
RE: TOP MEDICAL SUPPLY, INC.
CORP. DOC# P96000077955
FEI # 65-0695050

Dear Ms. Brown:

Enclosed please find the corrected articles of amendment for Top Medical Supply, Inc. As per your request, you will also find a copy of your letter. I truly apologize for wasting your time by sending you improper documents and a telephone number that wouldn't answer!! (the first time in years that the answering machine wasn't working.) Also enclosed please find a FEDEX envelope for your document return.

If you should have any other questions, please do not hesitate to call me at my current work telephone number. Please know that all of your time and efforts are greatly appreciated!

Sincerely,



Linnea Schmidt
255 NW 15 Street
Boca Raton, FL 33432
Home (561) 392-8757
Work (954) 925-4002

encl.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 18, 1997

LINNEA SCHMIDT
255 NW 15 STREET
BOCA RATON, FL 33432

SUBJECT: TOP MEDICAL SUPPLY, INC.
Ref. Number: P96000077955

We have received your document for TOP MEDICAL SUPPLY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "Initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 197A00046421