

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailto No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<i>MM</i>	<i>RP</i>	<i>10/1</i>

WALK-IN  
 Will Pick Up *9/30/2000* *RP 10/1*  
 11-2526-7 PONDER'S INC., THOMASVILLE, GA.

RE: Carter Medical Inc.

Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
1 Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S.	9/30/96	495.74
Fictitious Name File	-09/30/96	01042-006
	444122.50	444122.50
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pg.		

SUBTOTALS \_\_\_\_\_

Fee.....	96	RECEIVED
DISBURSED.....	SEP 30	
SURCHARGE.....		
TAX on corporate supplies.....		
SUBTOTAL.....		
PREPAID.....		
BALANCE DUE.....		

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
CARTER MEDICAL, INC.**

FILED  
96 SEP 30 AM 7:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this Corporation is Carter Medical, Inc.

**ARTICLE II - NATURE OF BUSINESS**

This Corporation may 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 of the Corporation shall be 500 shares of the common stock at a par value of \$1.00 per share.

**ARTICLE IV - TERM OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE V - PREEMPTIVE RIGHT**

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, 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 VI - PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial street address of the principal office and the mailing address of this Corporation is 1015 Atlantic Boulevard, #302, Atlantic Beach, Florida 32233. The Board of Directors may from time to time move the principal office to any other address in Florida.

**ARTICLE VII - DIRECTORS**

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

**ARTICLE VIII - INITIAL DIRECTORS**

The name(s) and street address(es) of the member(s) of the first Board of Directors are:

George B. Carter  
1015 Atlantic Blvd., #302  
Atlantic Beach, Florida 32233

#### ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

George B. Carter  
1015 Atlantic Boulevard, #302  
Atlantic Beach, Florida 32233

#### ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

#### ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1015 Atlantic Boulevard, #302, Atlantic Beach, Florida 32233 and the name of the initial registered agent of this Corporation at that address is George B. Carter.

#### ARTICLE XII - AMENDMENT

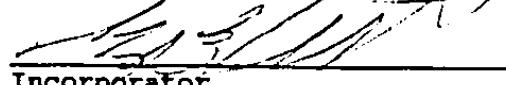
These Articles of Incorporation may be amended, altered, or changed at any time, from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

#### ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

#### CERTIFICATION OF DESIGNATION

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of registered agent and agree to act in this capacity and to comply with the provisions of all statutes relating to the proper and complete performance of my duties and accept the obligations therein.



Incorporator

E:\MPS1\CORP\AOI.Carter