

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 222-1222

Mailing Address: Post Office Box 10349, Tallahassee, FL 32301

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 \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

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

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY APM \_\_\_\_\_

WALK-IN Will Pick Up 11-4 1200 11/4

**P96000090355**  
Information Medical  
Police Center, Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) _____ pgs.		

SUBTOTALS \_\_\_\_\_

FEE.....  
DISBURSED.....  
SURCHARGE.....  
TAX on corporate supplies.....  
SUBTOTAL.....  
PREPAID.....  
BALANCE DUE.....

RECEIVED  
96 NOV - 4 AM 10:59  
DIVISION OF CORPORATION

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  
INTERNATIONAL MEDICAL DEVICE CENTER, INC.

FILED  
96 NOV -4 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: INTERNATIONAL MEDICAL DEVICE CENTER, INC. The principal office of the Corporation is 5085 Ernst Court, Orlando, Florida 32819.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares at a par value of \$0.01 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 200 East Robinson Street, Suite 500, Orlando, Florida 32801 and the name of the initial Registered Agent at that address is Florida Corporate Support, Inc.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

Nobuo Noda  
200 East Robinson Street  
Suite 500  
Orlando, Florida 32801

Kazutora Noda  
200 East Robinson Street  
Suite 500  
Orlando, Florida 32801;

and

Hideki Fukuzawa  
200 East Robinson Street  
Suite 500  
Orlando, Florida 32801

Article 7. Incorporators. The name and address of each Incorporator is as follows: G. Steven Brown, 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 8. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 9. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

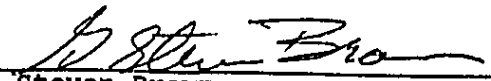
A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 10. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.


IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this the 1st day of November, 1996.

  
G. Steven Brown

STATE OF FLORIDA)  
COUNTY OF ORANGE)

Before me personally appeared G. STEVEN BROWN, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal on this 1st day of November, 1996.

  
Notary Public, State of Florida at Large

Theresa J. Strickland  
Typed Name of Notary Public

Commission No.: CC 371101

(NOTARY SEAL)

THERESA J. STRICKLAND  
Notary Public, State of Florida  
My Comm. Expires July 16, 1998  
Comm. No. CC371101

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of INTERNATIONAL MEDICAL DEVICE CENTER, INC. which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 1st day of November, 1996.

FLORIDA CORPORATE SUPPORT, INC.

By: G. Steven Brown  
G. Steven Brown, as  
Assistant Secretary

C:\WP60DATA\JO\NOOA\ART.INC

FILED  
96 NOV -4 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICES OF  
HENDRY, STONER, SAWICKI, BOWEN & BROWN

PROFESSIONAL ASSOCIATION

200 E. ROBINSON STREET SUITE 500

ORLANDO, FLORIDA 32801

TELEPHONE (407) 843-5880

FAX (407) 425-7805

120 BROADWAY AVENUE SUITE 201

KISSIMISS, FLORIDA 34741

TELEPHONE (407) 944-1900

FAX (407) 944-1918

ROBERT R. HENDRY  
RICHARD D. STONER\*  
STEPHEN C. SAWICKI  
NEAL D. BOWEN  
G. STEVEN BROWN\*\*\*

OF COUNSEL  
DEBORAH J. TOWNSEND\*\*  
LAURA A. QUIGLEY, P.A.\*\*\*

\* BOARD CERTIFIED IN REAL ESTATE  
\*\* BOARD CERTIFIED IN IMMIGRATION  
\*\*\* BOARD CERTIFIED IN TAXATION

P96000090355

August 27, 1997

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32313

RE: Articles of Dissolution for International  
Medical Device Center, Inc.

100002282311--5  
-03/02/97--01077--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen:

Enclosed please find the original and one copy of the Articles of Dissolution for International Medical Device Center, Inc. Also enclosed please find our firm's check #17011 in the amount of \$35.00 payable to the Florida Department of State for the filing of these Articles of Dissolution. Please file the original Articles, and stamp and return to me the enclosed copy.

Thank you very much for your cooperation.

Very truly yours,

*G. Steven Brown*  
G. Steven Brown

GSB/ww  
Enclosures

C:\WP60DATA\TJS\INTER.LTR

FILED  
77 SEP -2 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Liss  
LFT 9-9-97

FLORIDA  
ARTICLES OF DISSOLUTION OF  
INTERNATIONAL MEDICAL DEVICE CENTER, INC.

FILED

97 SEP -2 AM 9:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403 of the Florida Business Corporation Act of Florida, the undersigned Corporation adopts these Articles of Dissolution.

ARTICLE ONE

NAME

The name of the Corporation is INTERNATIONAL MEDICAL DEVICE CENTER, INC.

ARTICLE TWO

DISSOLUTION AUTHORIZED

Dissolution of the Corporation was authorized on August 15, 1997.

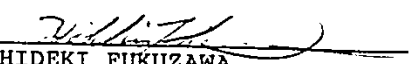
ARTICLE THREE

SHAREHOLDER APPROVAL

The number of votes cast by the shareholders for dissolution was sufficient for approval.

Dated: August 22, 1997

INTERNATIONAL MEDICAL DEVICE  
CENTER, INC.

  
HIDEKI FUKUZAWA  
As Vice President