

PA6000092742

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(904) 224-9115 FAX (904) 222-7500

FILED
NOV 13 1996
STATE
TALLAHASSEE, FLORIDA

November 13, 1996

Via Hand Delivery

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

500002002895-1-8
-11/13/96--01026--019
****122.50 ****122.50

Re: S & B Medical, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the filing fee and certified copy charge.

I would appreciate you calling my office when the certified copy is ready and I will arrange for someone to pick it up.

If you have any questions or if any additional information is needed, please do not hesitate to give me a call.

Sincerely,

Robert A. Pierce
BS

Robert A. Pierce

RECEIVED
NOV 13 1996
DIVISION OF CORP. REGISTRATION

RAP/ss
Enclosures

Pick-up
11:30

MC 11-13-96

**ARTICLES OF INCORPORATION
OF
S & B MEDICAL, INC.**

FILED
55 NOV 13 AM 9:37
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**ARTICLE I.
Name and Principal Office**

The name of this Corporation shall be S & B MEDICAL, INC. The principal place of business and mailing address of this Corporation is 3839 North Monroe Street, Suite 10, Tallahassee, Florida 32303.

**ARTICLE II.
Nature of Business**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III.
Stock**

The authorized capital stock of this Corporation shall consist of 1000 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights

of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV.
Powers**

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

**ARTICLE V.
Incorporator**

The name and street address of the Incorporator of this Corporation is as follows:

Roland Hebert
3839 North Monroe Street
Suite 10
Tallahassee, Florida 32303

**ARTICLE VI.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 3839 North Monroe Street, Suite 10, Tallahassee, Florida 32303. The name of the initial Registered Agent of the Corporation at the above address shall be Roland Hebert. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII.
Number of Directors**

This Corporation shall have no less than one Director. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**ARTICLE IX.
Initial Board of Directors**

The initial Board of Directors shall consist of one person. The name and street address of the member of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until her successor is elected is as follows:

Roland Hebert
3839 North Monroe Street
Suite 10
Tallahassee, Florida 32303

**ARTICLE X.
Officers**

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President, Secretary
& Treasurer

Roland Hebert
3839 North Monroe Street
Suite 10
Tallahassee, Florida 32303

**ARTICLE XI.
Transactions In Which Directors
Or Officers Are Interested**

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(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 thereof which authorizes, approves, or ratifies such contract or transaction.

**ARTICLE XII.
Financial Information**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

**ARTICLE XIII.
Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 12 day of November, 1996.



Roland Hebert
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this ____ day of November, 1996, by Roland Hebert, who is personally known to me or who produced Driver's Lic. H163-733-60-281-0 [type of identification] as identification and who did not take an oath.

Denise L. Gould
Signature of Notary Public

Notary Seal/Stamp:



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

S & B MEDICAL, INC., desiring to organize as a corporation under the laws of the state of Florida, has designated 3839 North Monroe Street, Suite 10, Tallahassee, Florida 32303, as its initial registered office and has named Roland Hebert, located at said address, as its initial Registered Agent.

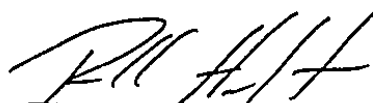


Roland Hebert

Incorporator

Date: November 12, 1996

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



Roland Hebert

Registered Agent

Date: November 12, 1996

FILED
96 NOV 13 AM 10:37
TALLAHASSEE, FLORIDA