

P96000099751

KEVIN O. DEAN

Name (Printed or typed)

1765 COMMERCE AVE N.

Address

ST. PETERSBURG FL 33716

City, State & Zip

800 766-2549

800 Telephone number

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. IMPERIAL MEDICAL INC.

(Corporation Name)

(Document #)

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2.

(Corporation Name)

(Document #)

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Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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96 DEC -9 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12.10.96
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
Imperial Medical, Inc.
(a Florida corporation)

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I- Name

The name of the corporation shall be: **Imperial Medical, Inc.**

Article II - Purpose

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

Article III - Principal Office

The principal place of business and mailing address of this corporation shall be:

**Imperial Medical, Inc.
1765 Commerce Avenue North
St. Petersburg, Florida 33716**

Article IV - Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**100,000 shares of common stock,
par value \$.01 per share.**

Article V - Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

**Kevin O. Dean
1765 Commerce Avenue North
St. Petersburg, Florida 33716**

Article VI - Indemnification

The corporation shall to the fullest extent permitted by the laws of Florida, including but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same any be amended and supplemented from time to time, indemnify any and all directors and officers of the corporation and may, in the discretion of the Board of Directors of the corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under Florida law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or disinterested directors, or otherwise. No provision of these articles of incorporation is intended by the corporation to be construed as limiting, prohibiting, denying or abrogation any of the general or specific powers shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

Article VII - Incorporators

The name and street address of the incorporators to these Articles of Incorporation is:

Kevin O. Dean
1765 Commerce Avenue North
St. Petersburg, Florida 33716

Frans Berkhout
Buizerdhorst 24
5431 LW Cuijk
Netherlands

The undersigned incorporator has executed these Articles of Incorporation this 2nd day of December 1996.


Kevin O. Dean, Incorporator

12/3/96

Date

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is IMPERIAL MEDICAL, INC.

2. The name and address of the registered agent and office is:

KEVIN O. DEAN
(NAME)

1765 COMMERCE AVE. N.
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

ST. PETERSBURG, FL. 33716
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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 as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

K. O. Dean
(SIGNATURE)

12/3/96
(DATE)