

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 _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
1-23-97

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY [Signature]

WALK-IN Will Pick Up 127 1100 [Signature] 1/27

RE: North Central Medical Corporation, 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-		
Fictitious Name File		
Name Reservation	200002058862-6	
Annual Report/Reinstatement	01/22/97-01009-020	
Reg. Agent Service	*****70.00	*****70.00
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 () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	
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

EFFECTIVE DATE
1-23-97

FILED
97 JAN 27 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
North Central Medical Corporation, Inc.

ARTICLE I
NAME

The name of the corporation is North Central Medical Corporation, Inc.

ARTICLE II
DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed by the Department of State of the State of Florida within ten days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III
PURPOSE AND NATURE OF BUSINESS

The purpose for which this corporation is organized and the general nature of the business to be transacted by this corporation is for the sale and supply of durable medical goods and any other business not prohibited by law.

ARTICLE IV
CAPITAL STOCK

Authorized Capital. The authorized capital stock of this corporation shall consist of One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11131 NW 11th Avenue, Gainesville, Florida 32606 and the name of the initial registered agent of this corporation at that address is R.A. Neder.

ARTICLE VI DIRECTORS

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first Board of Directors of this corporation are:

Name	Address
R.A. Neder	11131 NW 11th Avenue Gainesville, FL 32606
Arlene Neder	11131 NW 11th Avenue Gainesville, FL 32606

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII INITIAL PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be 11131 NW 11th Avenue, Gainesville, Florida 32606.

ARTICLE VIII RESTRAINT ON ALIENATION OF SHARES

No shareholder of this corporation may sell, hypothecate or otherwise transfer said shareholder's shares except to another individual or entity eligible to be a shareholder of this corporation, or as may be agreed upon in any written shareholder agreement.

ARTICLE IX BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE X INCORPORATOR

The name and street address of the incorporator of this corporation is:

Name	Address
R.A. Neder	11131 NW 11th Avenue Gainesville, FL 32606

ARTICLE XI OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Name	Address
R.A. Neder, President	11131 NW 11th Avenue Gainesville, FL 32606
Arlene Neder, Secretary	11131 NW 11th Avenue Bronson, FL 32606

ARTICLE XII AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 23rd day of January, 1997.



R.A. NEDER

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.




R.A. NEDER

Dated: 1-23-97

**STATE OF FLORIDA
COUNTY OF ALACHUA**

The foregoing instrument was acknowledged before me this 23rd day of January, 1997, by R.A. NEDER, who is X personally known to me OR who has produced identification, and who did/did not take an oath.
Identification produced: _____



NOTARY PUBLIC
Printed Name:
Commission No.:
Commission Expires:



James T. Holloway
MY COMMISSION # CC545287 EXPIRES
April 3, 2000
BONDED THRU TROY FAIR INSURANCE, INC.