

*P97000010845*

ROLAND M. HEBERT  
1282 TIMBERLANE ROAD, SUITE E  
TALLAHASSEE, FLORIDA 32312

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB -4 AM 9:02

February 3, 1997

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02/04/97--01057--002  
\*\*\*122.50 \*\*\*122.50

Upon the filing of these Articles of Incorporation for TRI-STATE MEDICAL SUPPLY, INC., I do  
relinquish my request for trademark of the name TRI-STATE MEDICAL SUPPLY, INC.,  
#W96000026354.

Please, at this time, release the name for the Corporations use.

Thank you.

*RMH*  
Roland M. Hebert

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96 FEB -4 AM 8:51  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

D. BROWN FEB - 4 1997

**ARTICLES OF INCORPORATION**

**OF**

**TRI-STATE MEDICAL SUPPLY, INC.**

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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 **TRI-STATE MEDICAL SUPPLY, INC.**

The principal place of business and mailing address of this Corporation is 1282 Timberlane Road, Suite E, Tallahassee, Florida 32312.

**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 M. Hebert  
1282 Timberlane Road  
Suite E  
Tallahassee, Florida 32312

**ARTICLE VI.  
Term of Corporation 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 1282 Timberlane Road, Suite E, Tallahassee, Florida 32312. The name of the initial Registered Agent of the Corporation at the above address shall be Roland M. 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 his successor is elected is as follows:

Roland M. Hebert  
1282 Timberlane Road  
Suite E  
Tallahassee, Florida 32312

**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 M. Hebert 1282 Timberlane Road Suite E Tallahassee, Florida 32312
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**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 or 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 authorized, approves, or ratifies such contract or transaction.

## **ARTICLE XII.**

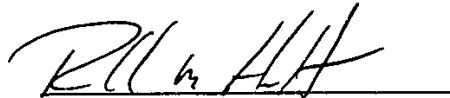
### **Financial Information**

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 forgoing Articles of Incorporation, has executed these Articles of Incorporation this 3rd day of February, 1997.

A handwritten signature in dark ink, appearing to read 'R M Hebert', is written over a horizontal line.

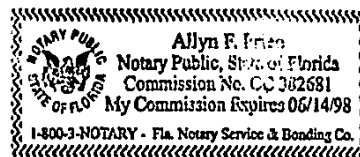
Roland M. Hebert  
Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 3rd day of February, 1997, by Roland M. Hebert, who is personally known to me or who produced \_\_\_\_\_ (type of identification) as identification and who did not take an oath.

Allyn F. Price  
Signature of Notary Public

Notary Seal/Stamp:

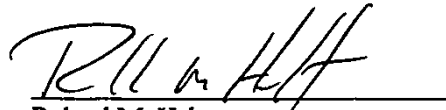


**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following  
is submitted:

TRI-STATE MEDICAL SUPPLY, INC., desiring to organize as a corporation  
under the laws of the State of Florida, has designated 1282 Timberlane Road, Suite E,  
Tallahassee, Florida 32312, as its initial registered office and has named Roland M.  
Hebert, located at said address, as its initial Registered Agent.



Roland M. Hebert

Incorporator

Date: February 3, 1997

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 M. Hebert

Registered Agent

Date: February 3, 1997