

P 970000 11967

MEDICAL EQUIPMENT SERVICES & CONSULTANTS
714-C 17 Street Court East
Palmetto, FL 34221

Secretary of State
Division of Corporations
409 E. Gains Street
Tallahassee, Florida 32399

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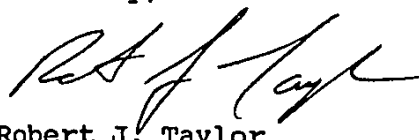
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Dear Sir:

Please find enclosed the Articles of Incorporation of
MEDICAL EQUIPMENT SERVICES & CONSULTANTS, INC,
You may contact me at 941-755-8124. Please find attached
a check in the amount of \$122.50.

Thank you for your prompt attention in this matter.

Sincerely,



Robert J. Taylor

FILED
97 FEB -5 PM 2:27
TALLAHASSEE, FLORIDA

F. G. GORDON FEB 6 1997

ARTICLES OF INCORPORATION
OF
MEDICAL EQUIPMENT SERVICE & CONSULTANTS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be MEDICAL EQUIPMENT SERVICES & CONSULTANTS, INC..

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department Of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue one thousand no par value shares of common stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen (15) days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of the individual who will serve as the member of the Initial Board Of Directors is.:
Robert J. Taylor
4107 Barret Avenue
Plant City, FL 33567

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 714-C 17 Street Court East, Palmetto, FL 34221

The name of the individual who shall serve as this corporation's registered agent at that address is: Robert J. Taylor.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Robert J. Taylor, 4107 Barret Avenue Plant City, FL 33567.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ARTICLE XII. ADDRESS

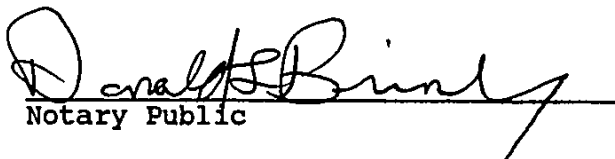
The corporation's principal address will be 714-C 17 Street Court East, Palmetto, FL 34221.


Robert J. Taylor

State of Florida

County of Hillsborough

On this 4th day of February 1997, Robert J. Tasydor,
designated above as the individual who shall serve as this
corporation's initial registered agent and incorporator,
personally appeared before me and signed and acknowledged
signing these Articles Of Incorporation Of Medical Equipment
Services and Consultants, Inc.


Notary Public

(Seal)

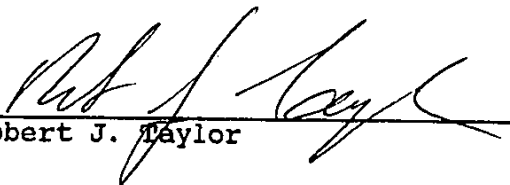
Commission Expiration Date: MAR 23, 1999



DONALD L. BRINLEY
COMMISSION # 448039
EXPIRES MAR 23, 1999

ACCEPTANCE BY THE REGISTERED AGENT

I hereby am familiar with and accept the duties and
responsibilities of registered agent for
MEDICAL EQUIPMENT SERVICES AND CONSULTANTS, INC.


Robert J. Taylor

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