

P97000042622

April 25, 1997

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

500002174425--0  
-05/12/97--01030--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Harper Medical, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for a new Florida corporation to be known as HARPER MEDICAL, INC. Also enclosed is a check in the amount of \$122.50 for the filing fee and a certified copy of the articles.

Please return the certified copy to me at the following address: 12450 McGregor Woods Circle, Ft. Myers, FL 33908.

Thank you for your attention to this matter.

Sincerley,

*Meegan Alofs*  
Meegan Alofs

MA/na  
Encls.

MAY 14

BSB

FILED  
97 MAY 12 AM 9:50  
TALLAHASSEE, FLORIDA  
DEPT. OF STATE

ARTICLES OF INCORPORATION  
OF  
HARPER MEDICAL, INC.

FILED  
97 MAY 12 AM 9:50  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being a natural person of legal age, do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I  
CORPORATE NAME

The name of the corporation shall be: HARPER MEDICAL, INC.

ARTICLE II  
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be the selling of surgical products and to do all things necessary or required to accomplish said purpose including but not limited to the following:

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate assets of any other corporation and engage in the same or other characters of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

To engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of Common Stock. The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of this corporation shall be issued as small business corporation stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE IV  
CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE V  
PRINCIPAL PLACE OF BUSINESS**

The initial street address of the principal place of business of the corporation shall be:

12450 McGregor Woods Circle  
Ft. Myers, FL 33908

**ARTICLE VI  
INITIAL DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders. The name and street address of the sole director of this corporation who shall hold office for the first year or until her successors are chosen shall be:

MEEGAN ALOFS  
12450 McGregor Woods Circle  
Ft. Myers, FL 33908

**ARTICLE VII  
SUBSCRIBERS**

The name and street address of the Subscriber to these Articles of Incorporation is as follows:

MEEGAN ALOFS  
12450 McGregor Woods Circle  
Ft. Myers, FL 33908

**ARTICLE VIII  
REGISTERED AGENT**

The name and address of the Registered Agent to accept service of process within the State on behalf of the corporation is:

MEEGAN ALOFS  
12450 McGregor Woods Circle  
Ft. Myers, FL 33908

and by her signature on the Certificate attached hereto she indicates her acceptance as Registered Agent to act in this capacity pursuant to the laws of this State.

ARTICLE IX  
INDEMNIFICATION

Every director, officer, employee, or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or by reason of their being imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved by reason of his or her employment, or by reason of his or her being or having been a director, officer, employee, or agent of this corporation and any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee, or agent is entitled.

ARTICLE X  
AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

ARTICLE XI  
COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on the date of filing with the Secretary of State of the State of Florida. In witness whereof, I, the undersigned, being the sole subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business within the State of Florida do make and file this Certificate, hereby declaring and certifying that the facts herein are true and correct and hereunto set my hand and seal this 5 day of May, 1997.

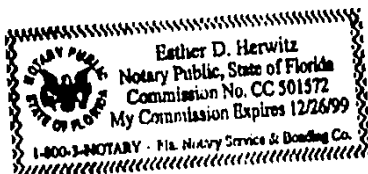
Meegan Alofs  
Meegan Alofs, Incorporator  
FL DE # A-412-541-72-958-6  
X 12-18-2001

STATE OF FLORIDA  
COUNTY OF Lee

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared, MEEGAN ALOFS, to me known to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same freely and voluntarily for the purpose therein expressed.

Witness my hand and official seal this 8th day of May, 1997.

Eather D. Herwitz  
Notary Public  
My Commission Expires



FILED

97 MAY 12 AM 9:50

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, HARPER MEDICAL, INC., 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Names and Address of Registered Agent: MEEGAN ALOFS  
12450 McGregor Woods Circle  
Ft. Myers, FL 339082701

  
MEEGAN ALOFS  
Registered Agent