

P97000059016

3:20 PM  
traper

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000011106 6)))

TO: DIVISION OF CORPORATIONS FAX #: (850) 922-4001  
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: ABM MEDICAL EQUIPMENT CORP.  
AUDIT NUMBER.....H97000011106  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 5  
CERT. COPIES.....1 DEL.METHOD.. FAX  
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>: 7/07/97  
Help F1 Option Menu F2

FLORI  
NUM Connect: 00:03:21

FILED  
97 JUL -7 PM 4:11  
CLERK OF COURT  
TALLAHASSEE, FLORIDA

bm 7/7/97

H97000011106

5

ARTICLES OF INCORPORATION OF  
ABM MEDICAL EQUIPMENT CORP.  
a Florida corporation

ARTICLE I. CORPORATE NAME.

The name of this corporation is: ABM MEDICAL EQUIPMENT CORP.  
Corporate Address: 6801 N.W. 77th Avenue, Suite 104,  
Miami, FL. 33166

ARTICLE II. NATURE OF BUSINESS.

The specific nature of the business of this corporation shall be the general sale of medical equipment as permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE III. DURATION.

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is:  
JULY 7, 1997

ARTICLE IV. CAPITAL STOCK.

This corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of Common Stock that this corporation may issue is: 300.
- C. Par Value: Each share of Common Stock shall have NO par value.
- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any other combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

THIS INSTRUMENT PREPARED BY:  
Ana Maria Camacho, Esquire  
Florida Bar No.: 0033677  
9192 Coral Way, Suite 201  
Miami, FL. 33165  
Telephone: (305) 227-0727

H97000011106

97 JUL -7 PM 4:11

FILED

M97000011106

E. Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof, to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H. Liquidation Rights: Holders of Common Stock are entitled, in the event of liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

#### ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.

The street address of the Initial Registered Office of this corporation is: 6801 N.W. 77th Avenue, Suite #104, Miami, FL. 33166 and the name of the Initial Registered Agent of this corporation at that address is ALBERTO ARROYAVE.

#### ARTICLE VI. DIRECTORS.

This corporation shall have initially Three (3) Director(s). The number of Directors may either increase or decrease, from time to time by the bylaws but shall never be less than one. The name and address of the Initial Directors of this corporation are:

ALBERTO ARROYAVE, as Director

Address: 6801 N.W. 77th Avenue, Suite 104, Miami, Florida 33166

RODRIGO QUINTERO, as Director

Address: 6801 N.W. 77th Avenue, Suite 104, Miami, Florida 33166

ROSELISSE A. BUSTAMANTE, as Director

Address: 6801 N.W. 77th Avenue, Suite 104, Miami, Florida 33166

And the officer(s) of this corporation shall be:

ALBERTO ARROYAVE, as President

Address: 6801 N.W. 77th Avenue, Suite 104, Miami, Florida 33166

RODRIGO QUINTERO, as Vice-President

Address: 6801 N.W. 77th Avenue, Suite 104, Miami, Florida 33166

2 M97000011106

H97000011106

ROSELISSE A. BUSTAMANTE, as Secretary & Treasurer  
Address: 6801 N.W. 77th Avenue, Suite 104, Miami, Florida 33166

ARTICLE VII. INITIAL SUBSCRIBER.

The name and address of the Initial Subscriber of these Articles of Incorporation is: Alberto Arroyave, located at 6801 N.W. 77th Avenue, Suite 401, Miami, Florida 33166.

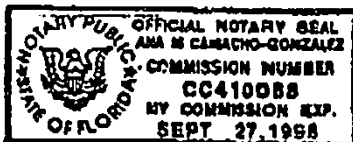
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of July, 1997.

Alberto Arroyave  
Alberto Arroyave, as Subscriber

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Alberto Arroyave known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that (s)he executed the same, that I relied upon the following form of identification of the above-named person: D.L.# A610-014-56-168-9 and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid this 7th day of July, 1997.



Ana M. Canacho-Gonzalez  
Notary Signature  
ANA M. CANACHO-GONZALEZ  
Printed Notary Signature

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, 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.

First - That ABM MEDICAL EQUIPMENT CORP. desiring to organize under the laws of the State of Florida with its principal office, as indicated in these Articles of Incorporation has named Alberto Arroyave located at 6801 N.W. 77th Avenue, Suite 401, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

H97000011106

H 97000011106

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.

SIGNATURE:

Alberto Arroyave  
ALBERTO ARROYAVE, as Registered Agent

STATE OF FLORIDA )

) SS:

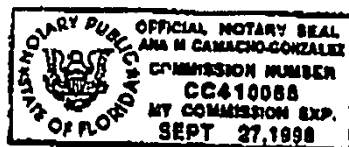
COUNTY OF DADE )

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Alberto Arroyave known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: D.L.# A610-04-56-169-0 and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid this 7th day of July, 1997.

Ana M. Camacho Gonzalez  
Notary Signature

Ana M. Camacho Gonzalez  
Printed Notary Signature



FILED  
97 JUL -7 PM 4:11  
TALLAHASSEE, FLORIDA

H 97000011106