

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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medi - Equip USA,  
Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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✓ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Name Reservation \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
✓ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

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Signature \_\_\_\_\_

Requested by: CJB

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ARTICLES OF INCORPORATION

OF

MEDI-EQUIP U.S.A., INC.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUL 16 AM 10:54

The undersigned Subscriber, being a natural person competent to contract, and for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation shall be: MEDI-EQUIP U.S.A., INC.

ARTICLE TWO

This corporation shall have perpetual existence unless sooner dissolved according to law, and shall commence corporate existence upon the filing of these Articles by the Department of State.

ARTICLE THREE

This corporation is organized for the purpose of transacting, conducting, carrying on, operating, and engaging in the business of medical equipment sales and marketing, and all things subsidiary, ancillary, and necessary, or convenient for carrying out and into effect the purposes and objects of the corporation, and in respect thereto, to transact and engage in any activity or business permitted under the Laws of the State of Florida, and of the United States.

ARTICLE FOUR

This Corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock which shall be designated "Common Stock."

#### ARTICLE FIVE

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

#### ARTICLE SIX

The address of the Corporation's initial registered office, as well as its principal office and mailing address, is 8811 State Road 52, Suite 21, Hudson, Florida 34667. The name of the initial registered agent of the Corporation located at its registered office is Charles Patrick Coons.

#### ARTICLE SEVEN

This corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws of this corporation, but shall never be less than one. The name and address of the initial director of this corporation is:

Charles Patrick Coons      8811 State Road 52, Suite 21  
Hudson, Florida 34667

#### ARTICLE EIGHT

The name and street address of the officers of this corporation who, subject to the provisions of the certificate of incorporation, shall hold office for the first year of the corporation's existence, or until their successor is elected and

has qualified are:

NAME and OFFICE

STREET ADDRESS

Charles Patrick Coons  
President

8811 State Road 52, Suite 21  
Hudson, Florida 34667

ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE TEN

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE TWELVE

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

ARTICLE THIRTEEN

The name and address of the incorporator of this corporation is CHARLES PATRICK COONS, 8811 State Road 52, Suite 21, Hudson, Florida 34667.

IN WITNESS WHEREOF, the undersigned has executed these

Articles of Incorporation on the 14<sup>th</sup> day of July, 1997.

CHARLES PATRICK COONS, Incorporator

STATE OF FLORIDA

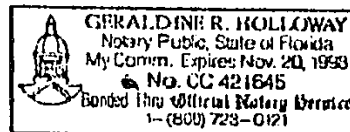
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were SWORN TO AND SUBSCRIBED before me this 14<sup>th</sup> day of July, 1997, by CHARLES PATRICK COONS, who is personally known to me, or produced as identification.

Notary Public

Print Name: GERALDINE Holloway

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF  
REGISTERED OFFICE AND REGISTERED AGENT**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUL 16 AM 10:54

OF

**MEDI-EQUIP U.S.A., INC.**

Pursuant to Section 607.325, of the General Corporation Act, the above-named Corporation, desiring to organize under the laws of the State of Florida, with its registered office at 8811 State Road 52, Suite 21, Hudson, Florida 34667, has named CHARLES PATRICK COONS at such address, as its agent to accept service of process within the state of Florida.

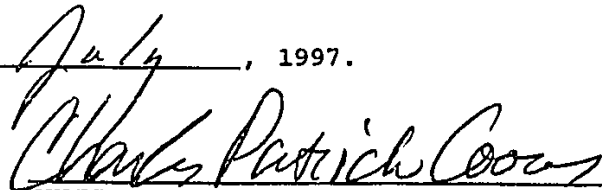
DATED THIS 14<sup>th</sup> day of July, 1997.

  
CHARLES PATRICK COONS, Incorporator

**ACCEPTANCE OF DESIGNATION**

Having been named as registered agent to accept service of process for the above-named Corporation at the place designated in this Certificate, I hereby accept the appointment to act as registered agent and agree to comply with the provisions of the above-referenced act.

DATED THIS 14<sup>th</sup> day of July, 1997.

  
CHARLES PATRICK COONS  
(Registered Agent)