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FLORIDA DIVISION OF CORPORATIONS

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FROM: FRANKLIN D. GREENMAN, P.A.
071005000567

ACCT#:

CONTACT: FRANKLIN D GREENMAN
PHONE: (305) 743-2351
(305) 743-6523

FAX #:

NAME: KEYS MEDICAL EQUIPMENT CORPORATION, INC.

AUDIT NUMBER.....H97000011819

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION
FOR
KEYS MEDICAL EQUIPMENT, INC.

The undersigned acting as incorporators of a corporation under the Florida General Corporation act adopts the following Articles of Incorporation for their corporation.

ARTICLE I

The name of the corporation shall be Keys Medical Equipment, Inc. whose principal place of business is 550 10th Street, Key Colony Beach, Florida 33051 and whose mailing address is P.O. Box 504342, Marathon, FL 33050.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized is for the sale and leasing of medical equipment and supplies and generally to do any and all things necessary, pertinent, or convenient to the purposes herein and hereby stated or any activity or business permitted under the laws of the United States and of this State and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all of the things incidental to them or connected with them that are not forbidden by Florida corporation Laws or by any other law, or by these Articles of Incorporation, and to carry out the said purposes in any State, Territory, District, or possession of the United States, or in any foreign country.

ARTICLE IV

The aggregate number of shares that the corporation shall have the authority to issue is one hundred (100) shares of capital stock with the par value of one dollar (\$1.00) per share. The sum of the par value of all shares of the capital stock of the corporation that have been issued shall be the

Prepared by:
Franklin D. Greenman, Esq.
5800 Overseas Highway, Suite 40
Marathon, FL 33050
FL Bar #290815
(305)743-2351

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stated capital of the corporation at any particular time. The holders of the outstanding capital stocks shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. Shares of the corporation are not to be divided into the classes. The corporation is not authorized to issue shares in series.

ARTICLE V

The street address in Florida of the initial registered office of the corporation is 5800 Overseas Highway, Suite 40, Marathon, Monroe County, Florida 33050 and the name of the initial registered agent at that address is Franklin D. Greenman, Esq.

ARTICLE VI

The name and address of the persons who shall serve as Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified is as follows:

Timothy W. Hoffman
P.O. Box 504342
Marathon, FL 33050

Christine Hoffman
P.O. Box 504342
Marathon, FL 33050

ARTICLE VII

The name and address of the initial incorporators are as follows:

Timothy W. Hoffman
P.O. Box 504342
Marathon, FL 33050

Christine Hoffman
P.O. Box 504342
Marathon, FL 33050

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting with not less than a majority vote of the common stock.

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ARTICLE IX


No stock of this corporation shall be issued or transferred to any person who is not an officer or director of this corporation, except with the consent of the Board of Directors, evidenced by resolution duly passed at the regular meeting of the Board, or at a special meeting called for that purposes.

ARTICLE X**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

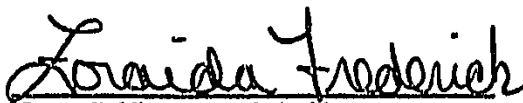
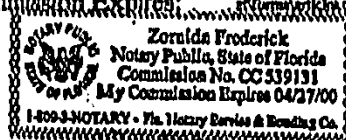

Franklin D. Greenman
Registered Agent

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation on this 18th day of July, 1997.


Timothy G. Hoffman
Christine HoffmanSTATE OF FLORIDA)
COUNTY OF Monroe)

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments personally appeared TIMOTHY G. and CHRISTINE HOFFMAN, who are personally known to me or who have produced _____ as identification and who (did) (did not) take an oath and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 18th day of July, 1997.


Notary Public, State of Florida
My Commission Expires: _____

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TO: DIVISION OF CORPORATIONS
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FROM: WATTERSON, HYLAND, BAIRD & KLETT
073410002775

ACCT#:

CONTACT: SHARON MAY
PHONE: (561)627-5000
(561)627-5600

FAX #:

NAME: KOLB DEVELOPMENT GROUP, INC.

AUDIT NUMBER.....H97000011846

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 3

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IN 7-22-97

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ARTICLES OF INCORPORATION**OF****KOLB DEVELOPMENT GROUP, INC.**FILED
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TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I: NAME

The name of the corporation ("Corporation") is KOLB DEVELOPMENT GROUP, INC.

ARTICLE II: PRINCIPAL OFFICE

The street address and mailing address of the principal office of the Corporation is 724 Ibis Way, North Palm Beach, Florida 33408.

ARTICLE III: CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is one thousand (1,000) shares having a par value of per (\$.01) share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV: REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Joseph Richard Kolb, 724 Ibis Way, North Palm Beach, Florida 33408.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Joseph Richard Kolb, 724 Ibis Way, North Palm Beach, Florida 33408.

Paul R. Golis, Esquire
Fla. Bar Number: 405132
Watterson, Hyland & Klett, P.A.
4100 RCA Boulevard, Suite 100
Palm Beach Gardens, Florida 33410
(561) 627-600 telephone
(561) 627-5600 facsimile

Audit Number: H97000011846

Audit Number: H97000011846

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the Initial Board of Directors of the Corporation is: President/Vice President/Secretary/Treasurer/Director: Joseph Richard Kolb, 724 Ibis Way, North Palm Beach, Florida 33408.

ARTICLE VII: INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of July, 1997.

By: 

Joseph Richard Kolb

Audit Number: H97000011846

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, Kolb Development Group, Inc. 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.

1. The name of the corporation is Kolb Development Group, Inc.
2. The name and street address of the registered agent and office is Joseph Richard Kolb, 724 Ibis Way, North Palm Beach, Florida 33408.

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.

By: _____


Joseph Richard Kolb

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