

P97000099354



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 609410 80457A

AUTHORIZATION :

COST LIMIT :

\$ 0.250

Patricia Pizut

ORDER DATE : November 21, 1997

ORDER TIME : 10:40 AM

ORDER NO. : 609410-005

CUSTOMER NO: 80457A

300002354053--4

CUSTOMER: Donald M. Birch, Jr., Esq
BLACK CROTTY SIMS HUBKA
BURNETT BIRCH & SAMUELS
501 North Grandview Avenue

Daytona Beach, FL 32118

DOMESTIC FILING

NAME: KROUSE CONSULTING, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
97 NOV 21 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV 21 AM 11:23
DIVISION OF CORPORATION

m 11/21/97

ARTICLES OF INCORPORATION

FILED

KROUSE CONSULTING, INC.

97 NOV 21 PM 12:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is KROUSE CONSULTING, INC.

ARTICLE II - PRINCIPAL LOCATION

The principal location is 106 N. Kings Road, Suite D, Ormond Beach, FL 32174.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSES

The general purposes for which this corporation is initially organized are as follows:

To engage in every phase and aspect of the general business of leasing and providing medical equipment; to own personal property; to own, hold, lease, improve and develop real estate; to engage in any type of lawful business; to lend or borrow money, and to draw, make, accept, discount and issue promissory notes, bills of exchange, and other negotiable instruments, and to secure the same by mortgage or otherwise; to have offices and officers, agents and agencies in the State of Florida or in any other of the states of the United States, or any dependencies of the United States, or in foreign countries; and to exercise generally such powers as may be incident to or convenient and to engage in any activity or business permitted under the laws of

the United States and the State of Florida, it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict the general powers of the corporation.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1,000 shares of common voting stock with a par value of \$1.00 per share. All stock issued shall be fully paid.

ARTICLE VI - PREEMPTIVE RIGHTS

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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and mailing address of this corporation is as follows: 106 N. Kings Road, Suite D, Ormond Beach, FL 32174, and the name of the initial registered agent of this corporation is John H. Krouse, M.D., 106 N. Kings Road, Ormond Beach, FL 32174.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
John H. Krouse, M.D.	106 N. Kings Road, Suite D Ormond Beach, FL 32174

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
John H. Krouse, M.D.	106 N. Kings Road, Suite D Ormond Beach, FL 32174

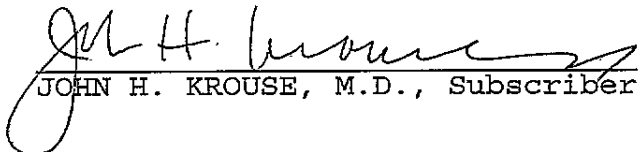
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of November, 1997.


JOHN H. KROUSE, M.D., Subscriber

ACKNOWLEDGMENT

STATE OF FLORIDA)

COUNTY OF VOLUSIA)

The foregoing Articles of Incorporation of KROUSE CONSULTING, INC., were acknowledged before me by JOHN H. KROUSE, M.D., this 20th day of November, 1997. He is personally known to me or has produced Florida Driver's License # K620-468-54-279-0, as identification and who did (did not) take an oath.

Marian W. Forberg
NAME:
Notary Public-State of Florida at Large
Serial Number:
My Commission Expires:



ACKNOWLEDGEMENT

STATE OF FLORIDA)

COUNTY OF VOLUSIA)

The foregoing acceptance of Designation of Registered Agent of **KROUSE CONSULTING, INC.**, was acknowledged before me by **JOHN H. KROUSE, M.D.**, as Registered Agent this 20th day of November, 1997. He is personally known to me or has produced Florida Drivers License # K620-468-54-229-0 as identification and who did (did not) take an oath.

Marian W. Forberg
NAME:

Notary Public - State of Florida At Large

Serial Number:

My Commission Expires:



CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

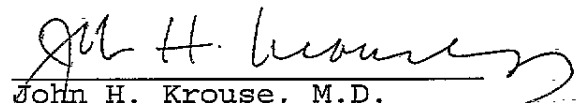
First--That KROUSE CONSULTING, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Ormond Beach, County of Volusia, State of Florida, has named John H. Krouse, M.D., 106 N. Kings Road, Suite D, Ormond Beach, FL 32174, City of Ormond Beach, County of Volusia, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

KROUSE CONSULTING, INC.

By:


John H. Krouse, M.D.
(Registered Agent)

FILED
97 NOV 21 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA