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A Florida Close Corporation Coprporatins and Associations Article

## ARTICLES OF INCORPORATION

FIRST: I, SAMIRA RAZZAQ whose post office address is 11173 POINT SLYVAN CIR, # C ORLANDO, FL 32805 Being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Florida.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation")

SURGICAL MARKETING SERVICES, INC.

THIRD: The Corporation shall be a close corporation.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in the business of wholesale Surgical Instruments

FIFTH: The Post office address of the principal of the corporation in this State is P.O.BOX 621801, OVIEDO, FL 32765 The name and post office address of the Resident Agent of the Corporation in this State are SAMIRA RAZZAQ, 11173 POINT SLYVAN CIR, #C, ORLANDO, FL 32825 Said Resident Agent is an individual acually residing in this State. A do hereby accept the duties and reponsiablity of registered agent.

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SIXTH: The tool number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, \$ 10.00 par value.

**SEVENTH:** The corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one(1) director, whose name is SAMIRA RAZZAQ

EIGHTH: No Director or officer of the corporation shall be liable to the corporation or to its Stockholders for money damages except (1) to the extent that is proved that such director of officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services, for the amount of the benefit or profit in money, Property or services actually received, or (2) to the extent that a judgment or other final adulation adverse to such director for officer is entered a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action addicted in the proceedings.

IN WITNESS WHERE OF, I have signed these Articles of Incorporation this 27th day of October 1997, and I acknowledge the same to be my act.

SAMIRA RAZZAO