

P97000102977

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-12/05/97--01088--002
****131.25 ****131.25

SUBJECT: US-Medical Device Inc.
(Proposed corporate name - must include suffix)

997A0005761

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Douglas Wickliffe Hay
Name (Printed or typed)

10M Tamarind Rd.
Address

Delray Beach, FL 33483
City, State & Zip

(561) 276-0942
Daytime Telephone number

FILED
97 DEC -5 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles

12/18/97
Tcm

ARTICLE OF INCORPORATION
of
U. S. Medical Device Inc.

FILED
97 DEC -5 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, one natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **U. S. Medical Device Inc.** The principle place of business shall be 1017 Tamarind Road, Delray Beach, FL 33483.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the state of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have at any one time is 10,000 shares of common stock having a par value of \$1. per share (10,000 voting). **Douglas W. Hay** shall own 10,000 shares of outstanding common voting stock .

ARTICLE IV. OFFICES

The address of the initial registered office of the corporation shall be 1017 Tamarind Road, Delray Beach, FL 33483, and the name of the initial registered agent of the corporation at this address is **Douglas Wickliffe Hay**. The corporation may also have offices at such other places within or without the state of Florida as the board may from time to time determine or the business of the corporation may require.

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 pro rata share thereof at the price at which it is offered to others.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist in perpetuity.

ARTICLE VII. DIRECTORS

This corporation shall have one director, **Douglas Wickliffe Hay**. The named director shall hold a seat as a director on the board of **U. S. Medical Device Inc.** No compensation, as such, shall be paid to director for their services, but by resolution of the board, a fixed sum and expenses for actual attendance at each regular or special meeting of the board may be authorized. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation thereof.

ARTICLE VIII. OFFICERS

Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint a president, one or more vice-presidents, a secretary, and a treasurer, and such other officers as it may determine, who shall have such duties, powers, and functions as hereinafter provided. Any officer elected or appointed by the board may be removed by the board with or without cause.

ARTICLE XI. CORPORATE SEAL

The seal of the corporation shall be circular in form and bear the name of the corporation, the year of its organization, and the words "Corporate Seal, Florida."

ARTICLE X. FISCAL YEAR

This fiscal year shall begin the first day of January in each year.

ARTICLE XI. BYLAW CHANGES

Except as otherwise provided in the Certificate of Incorporation, the bylaws may be amended, repealed, or adopted by vote of the holders of the shares at the time entitled to vote in the election of any directors. Bylaws may also be amended, repealed, or adopted by a two-thirds majority vote by the board, but any bylaws adopted by the board may be amended by the shareholders entitled to vote thereon as hereinabove provided.

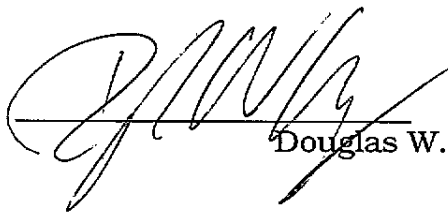
ARTICLE XII. SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

Douglas Wickliffe Hay, 1017 Tamarind Road, Delray Beach, FL 33483

IN WITNESS WHEREOF, the undersigned has hereunto set their hands on this ~~10th~~
~~day of September, 1997.~~

December 1, 1997


A handwritten signature in dark ink, appearing to read 'D. Hay', written over a horizontal line.

Douglas W. Hay

STATE OF FLORIDA
COUNTY OF PALM BEACH

ACKNOWLEDGEMENT 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.

 12-1-97

DOUGLAS WICKLIFFE HAY, Registered Agent

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97 DEC -5 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA