

# LANDT, WIECHENS, TROW & LaPEER

*A Partnership Including Professional Associations*

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Certified Mediator

January 6, 1998

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File No.  
67.00198

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-01/07/98--01017--028  
\*\*\*122.50 \*\*\*122.50

Re: Palmer Medical Supplies, Inc.

Dear Sir or Madam:

Enclosed please find original and one copy of Articles of Incorporation of Palmer Medical Supplies, Inc., and our check made payable to your order in the amount of \$122.50, representing filing fee (\$35.00), Registered Agent Designation (\$35.00), and one certified copy (\$52.50).

If you find these items to be in proper order, I would appreciate your returning the enclosed copy to me as a certified copy as soon as possible after the original is filed.

Yours sincerely,

*Russ W. LaPeer*

Russell W. LaPeer  
For the Firm

RWL:am

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -7 PM 1:19

D. BROWN JAN - 9 1998

# ARTICLES OF INCORPORATION

of

## ***Palmer Medical Supplies, Inc.***

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned incorporator is a natural person and competent to contract for purposes of forming a corporation under the laws of the State of Florida.

### ARTICLE I

NAME: The name of this corporation is 'Palmer Medical Supplies, Inc.'

### ARTICLE II

DURATION: This corporation shall have a perpetual existence, commencing on the date that these articles of incorporation are filed and approved by the State of Florida, Department of State.

### ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business, as authorized by law.

### ARTICLE IV

PRINCIPAL OFFICE: The principal office of the corporation shall be 3476 S.W. 85th Street, Ocala, Florida, 34476, until otherwise determined by the shareholders or directors of the corporation, in accordance with the by-laws of the corporation.

### ARTICLE V

CAPITAL STOCK: The total number of shares of stock which the corporation shall have to issue is 100 shares of common stock, with a par value of \$1.00 per share. The total number of authorized shares shall have an aggregate par value of \$100.00.

After commencement of the corporation's existence and operation, 100% of the corporation's common stock may be issued and sold.

Each share of authorized stock which is initially issued and sold shall be fully paid for before the corporation begins transaction of business.

#### ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent of the corporation is Russell W. LaPeer, whose address is 445 N.E. 8th Avenue, Ocala, Florida 34470, who has signed these articles of incorporation thereby indicating his acceptance and agreement to act in that capacity, in accordance with Fla. Stat. § 607.0501.

#### ARTICLE VII

BOARD OF DIRECTORS: The management and control of the corporation shall be vested in a Board of Directors of not less than one (1), nor more than five (5), members as provided by the by-laws of the corporation, and said Board shall be elected by the stockholders of the corporation at the regular meeting of said stockholders.

If state law so provides, then upon the unanimous written agreement of all the stockholders of the corporation, the above-described Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to agreement of the shareholders, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the context requires, the shareholders shall be deemed the directors of the corporation for purposes of applying applicable state law. The name and address

of the first Board of Directors is:

Marveen Palmer, 3476 S.W. 85th Street, Ocala, Florida 34476.

Until the first meeting of stockholders, management and control of this corporation shall be vested in the above Board composed of the above named director. This director shall hold office until her successors are duly elected and qualified.

#### ARTICLE VIII

OFFICERS: The Board of Directors shall, at its initial meeting, elect a President, Vice President, Treasurer and Secretary, and such other officers as the Board, from time to time, shall designate. Until the first Board of Directors meeting and until officers are selected thereat, the following persons shall hold the below-designated offices until his successors are elected and qualified:

President, Secretary, & Treasurer:	Marveen Palmer
Vice President:	Melissa Palmer

#### ARTICLE IX

INCORPORATOR: The name and address of the incorporator of the corporation is Marveen Palmer, 3476 S.W. 85th Street, Ocala, Florida 34476.

#### ARTICLE X

AUTHORITY TO INCREASE CAPITAL STOCK: The capital stock authorized may be increased by 66% vote of the stockholders at any regular or special meeting called for that purpose by the adoption of an amendment to these articles.

#### ARTICLE XI

SECTION 1244 ELECTION: The first Board of Directors is hereby authorized, directed and empowered to qualify the initial issuance of stock pursuant to the terms and conditions set forth in Internal Revenue Code Section 1244 and the regulations thereunder.

#### ARTICLE XII

BY-LAWS: The power to adopt, alter, amend or repeal the by-laws shall be vested exclusively in the Board of Directors.

#### ARTICLE XIII

AMENDMENT: The power to amend these articles shall be held exclusively by the stockholders. An amendment hereto shall require a 75% vote of all issued, outstanding stock.

#### ARTICLE XIV

SUBCHAPTER S CORPORATION: This corporation shall be qualified and treated as a corporation organized, existing, and authorized under §§ 1361-79 (subchapter S) of the Internal Revenue Code.

ATTESTATION OF INCORPORATOR

IN WITNESS WHEREOF, the undersigned incorporator has executed these  
Articles of Incorporation on this 5 day of January, 1998.

WITNESSES:

Adrienne C. McAlevey

Marveen Palmer  
Marveen Palmer, Incorporator

Beverly A. Greig

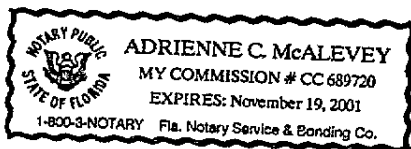
STATE OF FLORIDA

COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared Marveen Palmer, as  
Incorporator, to me well known to be the person described in and who acknowledged  
before me that she executed the foregoing freely and voluntarily for the purposes therein  
expressed.

WITNESS my hand and official seal this 5 day of January, 1998.

SEAL/STAMP



Adrienne C. McAlevey  
NOTARY PUBLIC  
Adrienne C. McAlevey  
My commission expires: 11/19/01

ACCEPTANCE BY REGISTERED AGENT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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IN WITNESS WHEREOF, the undersigned registered agent, being fully familiar with the obligations of registered agent, hereby accepts such designation and obligations, and agrees to act in such capacity, on this 5 day of January, 1998.

WITNESSES:

Adrienne C. McAlevey

Russell W. LaPeer  
Russell W. LaPeer, Registered Agent

Beverly A. Greig

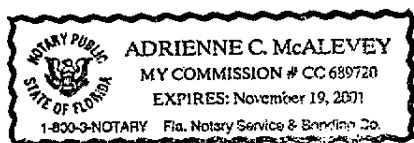
STATE OF FLORIDA

COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared Russell W. LaPeer, as Registered Agent, to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 5 day of January, 1998.

SEAL/STAMP



Adrienne C. McAlevey  
NOTARY PUBLIC  
Adrienne C. McAlevey  
My commission expires: 11/19/01