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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. R & R MEDICAL SALES AND LEASING, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
98 FEB 19 AM 11:51
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
98 FEB 19 PM 12:48
SECRETARY OF STATE

FILED

2/19/98
Examiner's Initials

ARTICLES OF INCORPORATION OF
R & R MEDICAL SALES AND LEASING, INC.

ARTICLE I

The name of the corporation is: R & R MEDICAL SALES AND LEASING, INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III
PURPOSE

Any and all legal business in the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 100@ 1.00 per value common stock

ARTICLE V
RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI
PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

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TALLAHASSEE, FLORIDA

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The name of the initial agent of this corporation is: Rafael Rodriguez.

The street address of the initial ^{principal} registered office of this corporation is:
1801 NW, 7 Street, Suite # 7, Miami, Florida 33125

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 and accept the obligations of my position as a registered agent.



Rafael Rodriguez. Registered Agent

8-11-98

Date

ARTICLE VIII
SHAREHOLDERS QUORUM AND VOTING

This corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time as provided for by the By-Laws, but shall never be less than one. The name and address of the initial Board of Directors is:

Rafael Rodriguez, 1801 NW, 7 Street, Suite #7, Miami, Florida 33125

ARTICLE IX
INCORPORATOR

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

Rafael Rodriguez, 1801 NW, 7 Street, Suite # 7, Miami, Florida 33125

ARTICLE X
BY LAWS

The powers to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI
RESTRICTIONS OF THE TRANSFER OF STOCK

Share of capital stock of this corporation shall be issued initially to the following person in the amount set opposite his or her name:

None at this time

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and the corporation.

ARTICLE XII
CUMULATIVE VOTING

At each election for directors, each shareholder entitled to vote at such election shall have their right to cumulate his or her votes by giving one candidate as many votes as the number of director to be elected at that time multiplied by the number of his or her shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII
SHARE HOLDERS QUORUM AND VOTING

Fifty (50%) percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of the shareholders. If the quorum is present, the affirmative vote of fifty percent plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XIV
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or may amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 20 days of March 1997.



Rafael Rodriguez

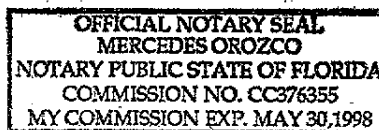
2-11-98

Date

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, an officer duly authorized in the State aforesaid and the County aforesaid, to take acknowledges, personally appeared Rafael Rodriguez, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument, and acknowledge that he executed it.

WITNESS my hand and official seal.



Mercedes Orozco
Notary's signature and Seal

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TALLAHASSEE, FLORIDA