



THE UNITED STATES
CORPORATION
COMPANY

798000052481

ACCOUNT NO. : 072100000032

REFERENCE : 852187 81424A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 11, 1998

ORDER TIME : 9:48 AM

ORDER NO. : 852187-005

CUSTOMER NO: 81424A

CUSTOMER: Doris Brown, Legal Asst
L.N. INGRAM, III, ESQ

Suite 302
900 Sixth Avenue South
Naples, FL 34102-6792

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DOMESTIC FILING

NAME: JAG MEDICAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
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DIVISION OF CORPORATION

11-9
425

ARTICLES OF INCORPORATION

OF

JAG MEDICAL, INC.

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I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, do hereby associate myself to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is JAG MEDICAL, INC.

ARTICLE II

The general character of the business to be transferred by this corporation is:

To operate a medical equipment leasing and supplies business.

To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or accepted by the corporation, buildings or other structures, public or private with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

To acquire, by purchase, lease, manufacture, or otherwise any

personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have use, exercise and enjoy all of the general powers of like corporations.

To do any or all of the things hereinsetforth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise limited or restricted reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred shares of common stock, each share having the par value of \$5.00.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the stockholders of this corporation at any regular or special meeting.

ARTICLE IV

The amount of capital with which this corporation shall begin business is Five Hundred Dollars, (\$500.00).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial post office address of the principal office of this corporation is to be at:

16520 South Tamiami Trail - #18116
Fort Myers, Florida 33908

The stockholders may from time to time designate such other post office address and place for the principal office of this corporation as they may see fit.

ARTICLE VII

The business of this corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors. Each stockholder shall have one vote for each share of stock owned by that stockholder, provided, however, where stock is owned by stockholders as tenants by the entirety, joint tenants with right of survivorship, or as tenants in common, the stockholders, so owning said stock shall have only one vote collectively and if the owners of any such stock are unable to agree upon their vote upon any subject at any meeting, or otherwise, they shall lose their right to vote on such subject, or if any of the owners of any such stock shall not be present at any meeting or otherwise, either in person or by proxy, the vote of the one or ones so present shall be considered the vote of all such co-owners of such stock. All corporate decisions shall be made by a majority vote of the stockholders with each stockholder having a vote as aforesaid.

ARTICLE VIII

The name and post office address of the first stockholders of this corporation who, subject to the provisions of these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida shall manage the business of the corporation's existence, or until there shall be other stockholders, are as follows:

JAY GRANITZ
6451 Royal Woods Drive S.W.
Fort Myers, Florida 33908

ARTICLE IX

The name and post office address of the subscriber of these Articles of Incorporation is as follows:

JAY GRANITZ
6451 Royal Woods Drive S.W.
Fort Myers, Florida 33908

ARTICLE X

The street address of the corporation's initial registered agent and the name of its initial registered agent at such address are as follows:

JAY GRANITZ
6451 Royal Woods Drive S.W.
Fort Myers, Florida 33908

ARTICLE XI

These Articles of Incorporation shall be effective on filing with the Secretary of State.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Amendments may be proposed by any stockholder and

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

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

First--That JAG MEDICAL, INC., desiring to organize under the
Laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation at 16520 South Tamiami
Trail #18116, Fort Myers, County of Lee, State of Florida, has
named JAY GRANITZ, located at 6451 Royal Woods Drive, S.W., Fort
Myers, County of Lee, State of Florida 33908, as its agent to
accept service of process within this state.

ACKNOWLEDGEMENT

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
provisions of said Act relative to keeping open said office.

Executed this the 10th day of June, 1998.

By: 

JAY GRANITZ,
Resident Agent

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must be approved by a majority of the stock entitled to vote thereon. Each stockholder shall have a vote as provided in Article VII hereof.

ARTICLE XIII

The stockholders of this corporation may provide such by-laws for the conduct of its business and the carrying out of its business as they may deem necessary from time to time, provided the same shall not be in conflict with the charter of the corporation. By-laws and any amendments thereto may be proposed by any stockholder and must be approved by a majority of the stock entitled to vote thereon. Each stockholder shall have a vote as provided in Article VII hereof.

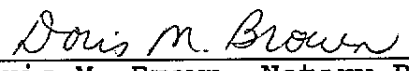
IN WITNESS WHEREOF, I the undersigned, being the original subscriber to the capital stock, hereinbefore named has hereunto set my hand and seal, this 10th day of June, A.D., 1998.



JAY GRANITZ

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 10th day of June, 1998 by JAY GRANITZ, who is personally known to me.



Doris M. Brown, Notary Public

Commission No. CC 611335

My Commission Expires: 1/2/2001

