

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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DIVISION OF CORPORATIONS

98 JUN 16 AM 11:42

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Midien International Corp

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Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File cert

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

✓ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

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ARTICLES OF INCORPORATION

OF

MIDIAN INTERNATIONAL CORP.

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

ARTICLE I

The name of the corporation shall be:

MIDIAN INTERNATIONAL CORP.

Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

This corporation may engage or transact in any and 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, including but not limited to the manufacture, use, sale or lease of patented and unpatented medical devices, machines, apparatus, appliances, products and property and in addition, the acquisition and operation of nursing homes and assisted living facilities.

ARTICLE III

The maximum number of shares of stock that this corporation is

authorized to have outstanding at any time shall be 10,000,000 shares of common stock at a par value of \$0.01 cent per share, of which five million one hundred thousand (5,100,000) shares have been issued to Timothy N. Stewart.

ARTICLE IV

The principal office of this corporation will be 5821 N.W. 28<sup>th</sup> Street, Lauderhill, Florida 33313.

ARTICLE V

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until successors are elected and have qualified, are as follows:

TIMOTHY N. STEWART  
5821 N.W. 28<sup>th</sup> Street  
Lauderhill, Florida 33313

ANDREW S. PECK  
11195 N.W. 5<sup>th</sup> Manor  
Coral Springs, Florida 33071

DR. RAYMOND C. NOEL  
2701 N. Oak Street  
Valdosta, GA 31602

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

ANDREW S. PECK  
2139 University Drive  
Suite 328  
Coral Springs, Florida 33071


ARTICLE VI

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

First. That MIDIAN INTERNATIONAL CORP., desiring to organize under the laws of the State of Florida with its principal office indicated in the Articles of Incorporation at 5821 N.W. 28<sup>th</sup> Street, Lauderhill, Florida 33313, has named ANDREW S. PECK as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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.

  
\_\_\_\_\_  
ANDREW S. PECK  
Resident Agent

ARTICLE VII

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII

This corporation is to exist perpetually.

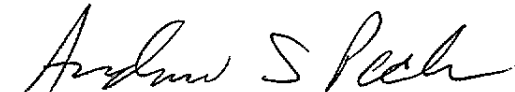
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ARTICLE IX

To the extent permitted by law, the corporation shall indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of the corporation.

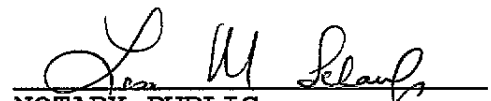
ARTICLE X

The undersigned has executed these Articles of Incorporation this 15<sup>th</sup> day of JUNE, 1998.

  
ANDREW S. PECK  
INCORPORATOR

STATE OF FLORIDA     )  
                              ) ss.  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of June, 1998, by ANDREW S. PECK, as subscriber in and who executed the foregoing Articles of Incorporation, who is personally known to me and who did take an oath.

  
NOTARY PUBLIC  
STATE OF FLORIDA, AT LARGE

