

P98000061368



ACCOUNT NO. : 072100000032

REFERENCE : 880745 7119882

AUTHORIZATION : Patricia Pyguta

COST LIMIT : \$ 70.00

ORDER DATE : July 6, 1998

ORDER TIME : 2:27 PM

ORDER NO. : 880745-005

CUSTOMER NO: 7119882

CUSTOMER: Neil Baritz, Esq  
DREIER & BARITZ

Suite 300  
1515 North Federal Highway  
Boca Raton, FL 33432

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DOMESTIC FILING

NAME: ~~INTER MED CORPORATION~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

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XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

2544  
W98-15338

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Sandra B. Mortham  
Secretary of State

July 6, 1998

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SUBJECT: INTER-MED CORPORATION  
Ref. Number: W98000015338

We have received your document for INTER-MED CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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**RESUBMIT**

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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**  
**OF**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL -6 AM 8:18

Intermed Products, Inc.

Pursuant to the provisions of Chapter 607, Florida Statutes, this Corporation adopts the following articles of incorporation:

**ARTICLE I - NAME OF CORPORATION:**

The name of the corporation shall be Intermed Products, Inc.

**ARTICLE II - PRINCIPAL OFFICE:**

The principal place of business and mailing address of the corporation shall be:

6513 NW 38th Court  
Boca Raton, Florida 33496

**ARTICLE III - SHARES:**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV - INITIAL DIRECTORS AND OFFICERS:**

The business of the corporation shall be managed by a Board of Directors. There shall be two (2) directors, initially. The number of Directors may be increased, and after such increase, decreased from time to time by bylaws adopted by the shareholders. In no event shall the number of Directors be less than one. The names, respective titles and addresses of the initial directors and officers of the corporation are:

<u>Name:</u>	<u>Title:</u>	<u>Address:</u>
Michael Laing	Chairman, President and Chief Executive Officer	6513 NW 38th Court Boca Raton, FL 33496
Ronni Laing	Vice President and Secretary	6513 NW 38th Court Boca Raton, FL 33496

**ARTICLE V - INDEMNIFICATION:**

Any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or

investigative, and whether or not brought by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the corporation (unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct), against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding including any appeal thereof. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized by this Article. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any such person may otherwise be entitled apart from this Article.

#### **ARTICLE VI - BYLAWS:**

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

#### **ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS:**

The name and address of the initial registered agent is:

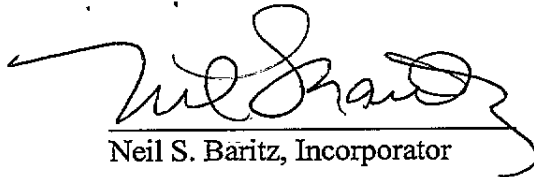
Neil S. Baritz, Esquire  
Dreier & Baritz  
1515 North Federal Highway, Suite 300  
Boca Raton, FL 33432

#### **ARTICLE VIII - INCORPORATOR:**

The name and street address of the incorporator to these Articles of Incorporation is:

Neil S. Baritz, Esquire  
Dreier & Baritz  
1515 North Federal Highway, Suite 300  
Boca Raton, FL 33432

The undersigned incorporator has executed these Articles of Incorporation this 2<sup>nd</sup> day July, 1998.

  
Neil S. Baritz, Incorporator

I, Neil S. Baritz, am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
Neil S. Baritz, Registered Agent

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