

P98000085852



ACCOUNT NO. : 072100000032

REFERENCE : 986644 4332631

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 6, 1998

ORDER TIME : 2:53 PM

ORDER NO. : 986644-005

CUSTOMER NO: 4332631

CUSTOMER: James B. Boone, Esq  
HOUSTON & SHAHADY, P.A.

100 N.e. Third Avenue  
Suite #850  
Ft. Lauderdale, FL 33301

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98 OCT -6 PM 3:23  
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: PORTER MEDICAL PRODUCTS, 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: Angie Glisar

EXAMINER'S INITIALS:

g 10/7/98

FILED  
98 OCT -6 AM 10:09  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**  
**OF**  
**PORTER MEDICAL PRODUCTS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT -6 AM 10:09

I, the undersigned, hereby execute the following document for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of Corporation For Profit.

**ARTICLE ONE**

The name of the Corporation shall be: PORTER MEDICAL PRODUCTS, INC.

**ARTICLE TWO**

The general nature of the business and objects and purposes proposed to be transacted and carried on are to engage in any and all activities or business permitted under the laws of the United States and of this State.

**ARTICLE THREE**

The maximum number of shares of stock with Zero Dollar (\$0.00) par value that this Corporation is authorized to issue and have outstanding at one time is Ten Thousand (10,000) shares. This stock shall not be subject to preemptive rights.

**ARTICLE FOUR**

This Corporation shall begin existence on the date of filing of these Articles with the Secretary of State.

**ARTICLE FIVE**

The initial address of this Corporation shall be 100 Northeast Third Avenue, Suite 850, Ft. Lauderdale, Florida 33301-1146.

ARTICLE SIX

The number of directors shall be not less than one (1).

ARTICLE SEVEN

The name and address of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, By-Laws of the Corporation, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until his successors are elected and have qualified is:

NAME

ADDRESS

Gary Porter, Jr.

100 Northeast Third Avenue, Suite 850  
Ft. Lauderdale, FL 33301-1146

ARTICLE EIGHT

The name and street address of each Incorporator to the Articles of Incorporation is as follows:

NAME

ADDRESS

Gary Porter, Jr.

100 Northeast Third Avenue, Suite 850  
Ft. Lauderdale, FL 33301-1146

ARTICLE NINE

The street address of the initial registered office of this Corporation and the name of its initial agent at such address is as follows:

NAME

ADDRESS

James B. Boone, Esq.

Houston & Shahady, P.A.  
100 Northeast Third Avenue, Suite 850  
Ft. Lauderdale, FL 33301-1146

The Board of Director(s) from time to time may move the Registered Office to any other address in the State of Florida.

## ARTICLE TEN

The corporation shall have the further right and power to: From time to time determine whether and to what extent and to what times and places and under what conditions and regulations, the accounts and books of this Corporation (other than the stock book) or any of them shall be open to inspection of Stockholder(s); and no Stockholder shall any right of inspecting any account, book, or document of this Corporation except as conferred by statute, unless authorized by a resolution of the Stockholder(s) or Board of Director(s).

The Corporation may in its By-Laws confer power upon its Board of Director(s) or Officer(s), in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute.

Both Stockholder(s) and Director(s) shall have the power, if the By-Laws so provide, to hold respective meetings, and to have one or more officers within or without the State of Florida, and to keep the books of this Corporation (subject to the provisions of the Statutes) outside the State of Florida, at such places as may from time to time be designated by the Board of Director(s).

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon Stockholder(s) herein are granted subject to this reservation.

Gary Porter, Jr. the undersigned, being the incorporator hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, does hereby make, subscribe, acknowledge, and file this certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand

and seal this 2 day of October, 1998.

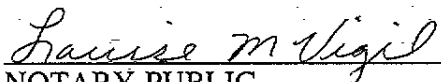
  
GARY PORTER JR.

STATE OF NEW MEXICO

COUNTY OF BERNALILLO

**BE IT REMEMBERED** that on this day before me personally appeared GARY PORTER, the party to the foregoing Articles of Incorporation, known to me personally to be such or provided identification in the form of KNOW, and acknowledged the said Articles of Incorporation to be a free and voluntary deed by them and that the facts therein stated are truly set forth.

**WITNESS** my hand and notarial seal at Albuquerque, Bernalillo County, New Mexico, this 2<sup>nd</sup> day of October, 1998.

  
NOTARY PUBLIC

My Commission Expires: July 11, 1999

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT -6 AM 10:09

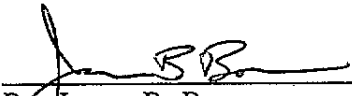
Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: PORTER MEDICAL PRODUCTS, INC.
2. The name and address of the registered agent and office is :

JAMES B. BOONE, ESQ.  
Houston & Shahady, P.A.  
100 N.E. Third Ave., Suite 850  
Fort Lauderdale, FL 33301

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 WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

HOUSTON & SHAHADY, P.A.

  
By: James B. Boone

Date: 10/5/98