

11/09/98

P98000094839

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

4:33 PM

((H98000020895 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MILLENNIUM MEDICAL SALES, INC.

AUDIT NUMBER.....H98000020895

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:03:15

FILED

98 NOV 10 AM 8:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

m 11/10/98

**H98000020895**

**ARTICLES OF INCORPORATION**

**OF**

**MILLENNIUM MEDICAL SALES, Inc.**

FILED

NOV 10 AM 8:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is MILLENNIUM MEDICAL SALES, Inc.

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 2050 NE 163<sup>rd</sup> Street, 2<sup>nd</sup> Floor, North Miami Beach, Florida 33162 and the mailing address are the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the Incorporator of this Corporation is:

Matthew H. Barbanell  
19448 East Country Club Drive  
Aventura, Florida 33180

**ARTICLE 5 - PRESIDENT**

The initial President of the Corporation shall be Matthew H. Barbanell whose address shall be the same as the principal office of the Corporation.

Articles of Incorporation prepared by:

Matthew H. Barbanell, Esq.  
20533 Biscayne Blvd. #1114  
Aventura, FL 33180  
(305) 933-0822  
FL Bar # 130435

**H98000020895**

H98000020895

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

H98000020895

H98000020895

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended."

**ARTICLE 8 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

**ARTICLE 9 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE 10 - TITLE**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the registered agent of this Corporation is:  
Matthew H. Barbanell  
19448 East Country Club Drive  
Aventura, FL 33180

**ARTICLE 12 - BYLAWS**

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE 13 - BOARD OF DIRECTORS**

The name of each member of the Corporation's Board of Directors is:

Matthew H. Barbanell  
Michael Friedeberg

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

H98000020895

1110000070000

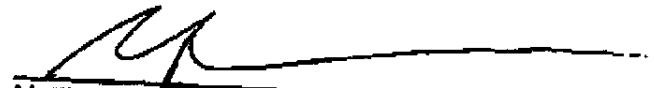
**ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto in any matter now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject, to this reservation.

The undersigned incorporator executed these Articles of Incorporation on November 5, 1998.

  
Matthew H. Barbanell, Incorporator

I agree to act as the Registered Agent for the above and foregoing Articles of Incorporation, And am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
Matthew H. Barbanell, Attorney at Law

FILED  
98 NOV 10 AM 8:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Incorporation prepared by:

Matthew H. Barbanell, Esq.  
20533 Biscayne Blvd. #1114  
Aventura, FL 33180  
(305) 933-0822  
FL Bar # 130435

**H98000020895**