

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : MEDICAL INDUSTRIES OF AMERICA, INC.
Account Number : I19980000026
Phone : (561)737-2227
Fax Number : (561)265-2869

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Assist 2, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
of
ASSIST 2, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as the sole incorporator of **Assist 2, Inc.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation of **Assist 2, Inc.** for such corporation:

ARTICLE I

Name and Address

The name of the corporation shall be **Assist 2, Inc.** and its principal corporate office shall be initially located at 2710 Rew Circle, Ocoee, Florida 34761.

ARTICLE II

Duration

This corporation shall have perpetual existence unless sooner dissolved according to law, and shall commence its corporate existence upon the filing of these Articles.

ARTICLE III

General Purposes

This corporation is organized for the purpose of transacting, conducting, carrying on, operating, and engaging in any activity or business permitted under the laws of the State of Florida, and the United States.

ARTICLE IV

Shares

The aggregate number of shares which the corporation shall have authority to issue is One Million (1,000,000), consisting of a single class of common stock, One Cent (\$0.01) par value per share.

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ARTICLE V**Initial Registered Office and Agent**

The address of the Registered Office of the corporation is 1903 S. Congress Avenue, Suite 400, Boynton Beach, Florida 33426 (which is the same as its initial principal address), and the initial Registered Agent is E. Nicholas Davis, III located at 1903 S. Congress Avenue, Suite 400, Boynton Beach, Florida 33426.

ARTICLE VI**Initial Board of Directors**

The number of Directors constituting the initial Board of Directors of the corporation is two (2). The number of Directors may be increased from time to time pursuant to the provisions of the bylaws of the corporation, but in no event shall the number of Directors be less than two (2). The name and address of the person who is to serve as the initial Directors until the first annual meeting of the shareholders of the corporation or until such successor Directors are elected and qualified is as follows:

Rogers W. Kirven
2710 Rew Circle
Ocoee, Florida 34761

Randy Lubinsky
2710 Rew Circle
Ocoee, Florida 34761

ARTICLE VII**Incorporator**

The name and address of the sole incorporator of the corporation is: E. Nicholas Davis, III, 1903 S. Congress Avenue, Suite 400, Boynton Beach, Florida 33426.

ARTICLE VIII**Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE IX

Conference Meetings

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE X

Action By Consent

The directors of this corporation may take action by written consent as provided by law.

ARTICLE XI

Indemnification

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator on this 19th day of January, 1999.


E. Nicholas Davis, III

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STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

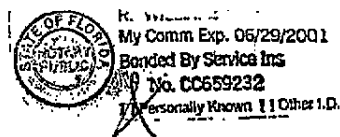
On this 19th day of January, 1999, before me, a Notary Public in and for the State and County aforesaid, personally appeared E. Nicholas Davis, III, who either is known to me personally or who supplied _____ as identification, acknowledged to the fact that he is the Registered Agent and Incorporator of the Corporation, and that he executed as said pursuant of the foregoing Articles of Incorporation of the Corporation as his act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.



NOTARY PUBLIC

Notary Public Commission expires:
[Notarial Seal]



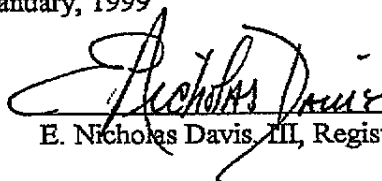
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Fax Audit Number: H99000001524 0
Prepared by: E. Nicholas Davis III
Medical Industries of America, Inc.
1903 S. Congress Ave., Suite 400
Boynton Beach, FL 33426
561 737-2227

Fax Audit No: H99000001524 0

**ACCEPTANCE OF APPOINTMENT BY
REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 11th day of January, 1999



E. Nicholas Davis, III, Registered Agent

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TALLAHASSEE, FLORIDA