Paul Hendrick

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Attorney at Law Suite 205, Florida Coastal School of Law 7555 Beach Boulevard Jacksonville, Florida 32216

> (904)680-7651 January 25, 1999

Office of Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

80002768068--7 -02/08/99--01131--002 *****70.00 *****70.00

LIFELINE INTERNATIONAL MEDICAL SUPPLY, INC. RE:

Dear Sirs:

Enclosed are the original and one copy of the Articles of Incorporation, which includes the designation of and acceptance by the registered agent, together with my check for the amount of \$70.00 for filing same.

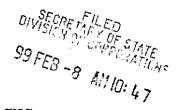
Thank you for your prompt attention to these matters. Please return the letter of acknowledgment to:

> Paul Hendrick Attorney at Law Suite 205, Florida Coastal School of Law 7555 Beach Boulevard Jacksonville, Florida 32216 (904) 680-7651

Paul Hendrick

Enclosures

ARTICLES OF INCORPORATION



OF

LIFELINE INTERNATIONAL MEDICAL SUPPLY, INC.

Pursuant to Chapter 607, Florida Statutes, the undersigned, acting as the incorporators of the corporation, adopt the following Articles of Incorporation:

ARTICLE I

NAME: The name of the corporation is LIFELINE INTERNATIONAL MEDICAL SUPPLY, INC.

ARTICLE II

CORPORATION PRINCIPAL OFFICE: The street address of the corporation's principal office is 7555 Beach Boulevard, Center Suite 203-B, JACKSONVILLE, FLORIDA 32216.

ARTICLE III

CAPITAL STOCK: The corporation is authorized to issue only one class of stock. The number of shares authorized shall be 10,000 and the par value of each share is \$1.00.

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office is 7555 Beach Boulevard, Center Suite 203-B, JACKSONVILLE, FLORIDA 32216.

The name of the initial registered agent is PAUL M. HENDRICK.

REGISTERED AGENT ACCEPTANCE: Having been named to accept service of process for the corporation, at the place designated in these Articles of Incorporation, I hereby 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.

PAUL M. HENDRICK

February , 1999 (date)

ARTICLE V

INCORPORATORS: The name and address of all the incorporators is EUGENIA ROBINSON-HENDRICK, 8787 Southside Boulevard # 1007, JACKSONVILLE, FLORIDA 32216, and TALAL DYFAN, 7555 Beach Boulevard, Center Suite 203-B, JACKSONVILLE, FLORIDA 32216.

ARTICLE VI

DURATION: The corporation shall have perpetual existence.

ARTICLE VII

PURPOSE: The purpose of the corporation is to engage in any lawful act or activity for which may be now or hereafter organized under the laws of the State of Florida.

ARTICLE VIII

BOARD OF DIRECTORS: The business affairs of this corporation shall be managed by the Board of Directors elected annually by the Board for such terms as shall be specified by the Board. This corporation shall not have fewer than two members on the Board.

The initial board of directors shall consist of two (2) members. The name and mailing address of each person who is to serve as an initial director is as follows:

Address

<u>Name</u>

TALAL DYFAN,

7555 Beach Boulevard, Center Suite 203-B, JACKSONVILLE, FLORIDA 32216.

EUGENIA ROBINSON-HENDRICK 8787 Southside Boulevard # 1007, JACKSONVILLE, FLORIDA 32216.

ARTICLE IX

OFFICERS OF THE CORPORATION: The officers of the corporation shall be a President, a Secretary and Treasurer, and if deemed to be needed by the Board, one or more Vice Presidents. The officers shall be elected annually by the Board or shall be elected at such time and manner as shall be specified in the Bylaws.

> The names of the persons who are to serve as officers of the corporation until the first meeting of the Board are:

President Eugenia Robinson-Hendrick Secretary and Treasurer Talal Dyfan

ARTICLE X

BYLAWS: The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary form time to time.

Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or at any special meeting called for that purpose.

ARTICLE XI

AMENDMENTS TO ARTICLES OF INCORPORATION: These Articles of Incorporation may be amended by the Board at any regular meeting or at any special meeting called for that purpose and any amendment may be proposed and adopted at any such meeting.

The undersigned being all incorporators as stated above sign

and acknowledge these Articles of Incorporation at Jacksonville, Florida, on the _____day of February, 1999

TALAL DYFAN

Guginia Noferson Hendrick EUSENIA ROBINSON-HENDRICK

STATE OF FLORIDA COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared TALAL DYFAN and EUGENIA ROBINSON-HENDRICK, who are to me well known to be the person described in and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to the law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and my official seal, at Jacksonville in said county and state this _____ day of

<u>Februarv</u>, 1999.

Notary Public, State of Florida

