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JAMES S. USICH, P.A.

One Dattran Center, Suite 905  
9100 South Dadeland Boulevard  
Miami, Florida 33156

JAMES S. USICH \*  
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\* Board Certified Civil Trial Lawyer

April 27, 1999

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Secretary of State  
State of Florida  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-05/03/99--01120--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: W.F.C.HOSPITAL & MEDICAL SUPPLY COMPANY, INC.

Dear Sir/Madam:

Please find enclosed Articles of Incorporation of W.F.C. Hospital & Medical Supply Company, Inc., for filing with the Secretary of State, Corporate Record Division, to incorporate this entity.

You will find enclosed our check in the amount of \$78.75 to cover the cost of filing said Articles of Incorporation.

Please return to me in the enclosed self-addressed, stamped envelope the time/date stamp for filing of this corporation.

Thank you.

Very truly yours,

JAMES S. USICH

JSU:kmg  
Enclosures

SHARON

MAY 7 - 1999

FILED  
99 MAY -3 PM 6:10  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION**  
**OF**  
**W.F.C.HOSPITAL & MEDICAL SUPPLY COMPANY, INC.**

**FILED**  
99 MAY -3 PM 6:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE I**  
**NAME**

The name of the Corporation is W.F.C.HOSPITAL & MEDICAL SUPPLY COMPANY, INC.

**ARTICLE II**  
**DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III**  
**NATURE OF BUSINESS**

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act;
2. To engage in the sale of medical supplies, medical equipment and other related equipment.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV**  
**CAPITAL STOCK**

The aggregate number of shares which the Corporation has authority to issue is ONE THOUSAND (1,000), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE V  
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

**ARTICLE VI  
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is:

9100 So. Dadeland Boulevard, Suite 905  
Miami, Florida 33156

The name of the registered agent at such address is:

JAMES S. USICH, ESQUIRE

**ARTICLE VII  
PRINCIPAL PLACE OF BUSINESS**

The initial street address of the principal office of the Corporation in the State of Florida is:

9100 So. Dadeland Boulevard, Suite 905  
Miami, Florida 33156

**ARTICLE VIII  
DIRECTORS**

The initial board of directors of the Corporation shall consist on eight (8) members. Changes in the number of members comprising of board of directors shall be made by amendment to the Corporation's by-laws.

The name and address of the sole member of the first board of directors is:

<u>Name</u>	<u>Address</u>
MARION D. MORGAN, President	9100 So. Dadeland Blvd., Suite 905 Miami, Florida 33156
FILEMON RAMIREZ, JR. Vice President	9100 So. Dadeland Blvd., Suite 905 Miami, Florida 33156

ARTHUR GREEN, Secretary

9100 So. Dadeland Blvd., Suite 905  
Miami, Florida 33156

JACK A. BOWERMAN, Treasurer

9100 So. Dadeland Blvd., Suite 905  
Miami, Florida 33156

KAREN GINGRASS, Director

9100 So. Dadeland Blvd., Suite 905  
Miami, Florida 33156

STEPHEN L. MORGAN, Director

9100 So. Dadeland Blvd., Suite 905  
Miami, Florida 33156

EPIFANIAT RAMIREZ, Director

9100 So. Dadeland Blvd., Suite 905  
Miami, Florida 33156

MADELEINE WHITTICK, Director

9100 So. Dadeland Blvd., Suite 905  
Miami, Florida 33156

#### **ARTICLE IX INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
JACK A. BOWERMAN	9100 So. Dadeland Blvd., Suite 905 Miami, Florida 33156

#### **ARTICLE X INDEMNIFICATION**

The Corporation shall indemnify any officer or director to the full extent permitted by law.

#### **ARTICLE XI REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER PRE-INCORPORATION EXPENSES; ADOPTION OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

**ARTICLE XII**  
**RIGHT TO AMEND ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23 day of April, 1999.

  
JACK A. BOWERMAN

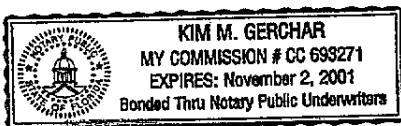
STATE OF FLORIDA       )  
                                  ) SS.  
COUNTY OF DADE       )

ON THIS 23 day of April, 1999, before me, a notary public duly authorized in the state and county last aforesaid, personally appeared JACK A. BOWERMAN, known to me to be the person whose name is subscribed to the above Articles of Incorporation, and who acknowledged that he executed same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.

  
Notary Public, State of Florida

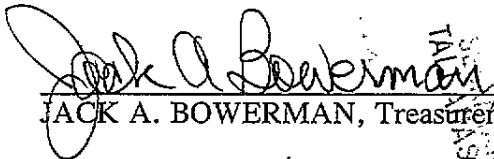
My commission expires:



CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST - THAT W.F.C. <sup>HOSPITAL</sup> ~~HOSPITAL~~ & MEDICAL SUPPLY COMPANY, INC.,  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT 9100 SO.  
DADELAND BOULEVARD, SUITE 905, IN THE CITY OF MIAMI, STATE OF FLORIDA  
HAS NAMED JAMES S. USICH, ESQ., LOCATED AT 9100 SOUTH DADELAND  
BOULEVARD, SUITE 905, IN THE CITY OF MIAMI, COUNTY OF DADE, STATE OF  
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

  
JACK A. BOWERMAN, Treasurer

DATED

4-23-99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
JAMES S. USICH, ESQUIRE

DATED

4-23-99

FILED  
99 MAY -3 PM 6:19  
TALLAHASSEE, FLORIDA