

LABOR & EMPLOYMENT  
CIVIL RIGHTS  
GOVERNMENT LAW

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ROBERT G. WALKER, ESQ.  
CERTIFIED MEDIATOR (06302R)  
DENISE MILLER, PARALEGAL

P99000051110

State of Florida  
Department of State  
Corporate Division  
P. O. Box 6327  
Tallahassee, Florida 32314

May 26, 1999

Re: Wounds, Ostomy, Continence Care, Inc.

100002891471--0  
-06/01/99--01136--014  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

To whom it may concern:

Enclosed is the original and one copy of the Articles of Incorporation for the above named Corporation. Please file the original in your offices and certify and return the copy to me at the above address.

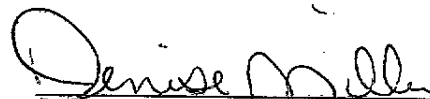
I have enclosed a check in the amount of \$87.50, covering:

Filing fee  
Certificate designating registered agent  
Certified copy

EFFECTIVE DATE  
5/25/99

If you have any questions, or need anything further, please do not hesitate to contact me.

Very truly yours,



Denise Miller, CLA  
Paralegal to Robert G. Walker, Jr.  
Attorney at Law

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUN -1 PM 1:42

FILED

cc: File

RGW/dm/Incorp/Sanchez/lsecstat.01

T. SMITH JUN 07 1999

**ARTICLES OF INCORPORATION  
OF  
WOUND, OSTOMY, CONTINENCE CARE, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I -- Name**

The name of this corporation is **WOUND, OSTOMY, CONTINENCE CARE, INC.**

EFFECTIVE DATE

5/25/99

**ARTICLE II -- Commencement and Duration**

The corporation is to commence its corporate existence on the date of May 25, 1999 and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III -- Purpose**

The corporation is organized for the purpose of transacting any and all lawful business, and it is specifically contemplated by the parties hereto that the primary initial purpose of said corporation will be in the nature of sales.

**ARTICLE IV -- ADDRESS**

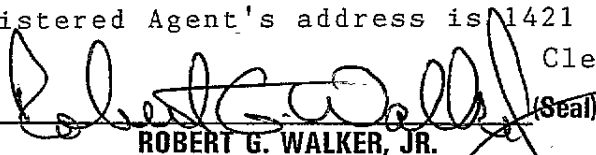
The initial street address of the principal office of this corporation is 2595 Tampa Road, Suite U, Palm Harbor, Florida 34684.

**ARTICLE V -- REGISTERED AGENT**

The undersigned, **ROBERT G. WALKER, JR.** an individual resident of the State of Florida, does hereby state that he accepts appointment as Registered Agent for this corporation.

Registered Agent's address is 1421 Court St., Ste. F  
Clearwater, FL 33756-6147

s/

  
ROBERT G. WALKER, JR. (Seal)

#### **ARTICLE VI — Stated Capital**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a par value of \$1.00 per share.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

#### **ARTICLE VII — Board of Directors**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

Cumulative voting shall be permitted by the bylaws. In no event shall the number of directors be less than one.

The name and street address of the initial director who shall hold office until his successor, who shall be chosen at the first meeting of the stockholders, has qualified shall be:

<u>Name</u>	<u>Address</u>
Nancy Norrman	2595 Tampa Road, Suite U Palm Harbor, FL 34684

#### **ARTICLE VIII — Indemnification**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### **ARTICLE IX — Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders.

#### **X — RESTRAINT ON ALIENATION OF SHARES**

The bylaws of the corporation shall provide for the restraint on alienation of shares so that any shareholder who desires to sell, pledge, give away or otherwise dispose of his or her shares must first offer the shares to the other shareholders in proportion to their then-existing holdings at a price to be determined by the directors or shareholders.

Furthermore, such bylaws shall contain the following provisions:

##### **A. DECEASED SHAREHOLDERS**

A provision shall be included to restrict alienation of shares of a deceased shareholder. The provision shall indicate that upon death of a shareholder the remaining shareholders shall have the same right to purchase, within a predetermined number of days of the death of said

shareholder, the shares of the deceased shareholder as though an offer to sell had been made to them as in the case of a voluntary offer of sale.

#### **B. PREEMPTIVE RIGHTS OF EXISTING SHAREHOLDERS**

Existing shareholders shall have preemptive right to purchase any newly issued stock in proportion to the ownership of the stock on the date of creation of the newly issued stock.

#### **ARTICLE XI -- Amendment**

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders, or at any special meeting of the stockholders called for that purpose.

#### **ARTICLE XII**

The names and street addresses of the Subscribers to these articles of incorporation are:

**Name**

**Address**

Nancy Norrman

2595 Tampa Road, Suite U  
Palm Harbor, FL 34684

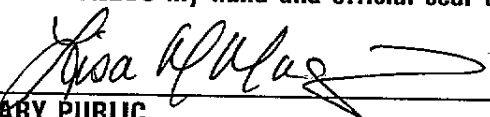
**IN WITNESS WHEREOF**, the undersigned, as the subscriber and incorporator, hereby execute these articles of incorporation this 19 day of May, 1999.

  
\_\_\_\_\_  
Nancy Norrman

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared NANCY NORRMAN, who is personally known or has produced a Florida Drivers License or a \_\_\_\_\_ as ID and that he executed the same freely and voluntarily for the purposes therein expressed on the date last stated above, and who did not take an oath. FL DL N 655 623 42675.

WITNESS my hand and official seal this 19 day of May, 1999, at Pinellas County, Florida.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission expires:

Commission No.



Prepared by:

Robert G. Walker, Jr.

Attorney at Law

Fla. Bar No. 329428

1421 Court Street, Suite F

Clearwater, Florida 33756

(727) 442-8683