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LAW OFFICES

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June 21, 1999

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

500002912715--1  
-06/23/99-01012-005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation for Celomar Medical Equipment, Inc.

Greetings:

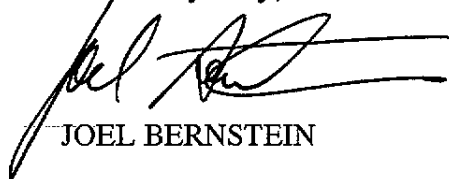
Enclosed please find the Articles of Incorporation for the following:

CELOMAR MEDICAL EQUIPMENT, INC.

Also, please find enclosed our check in the amount of \$72 to cover the fee.

Please return a copy to us for our files.

Yours very truly,



JOEL BERNSTEIN

JB:jm  
enc.

Celomar\Sec-State-1.wpd

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUN 23 AM 11:35

FILED

ARTICLES OF INCORPORATION  
OF  
CELOMAR MEDICAL EQUIPMENT, INC.

FILED  
99 JUN 23 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\* \* \*

ARTICLE 1  
Name

The name of this corporation is CELOMAR MEDICAL EQUIPMENT, INC.

ARTICLE 2  
Purpose

The purpose or purposes of the Corporation shall be to engage in any lawful act or activity for which business corporations may be organized.

ARTICLE 3  
Capital Stock

The total amount of capital stock which this Corporation shall have the authority to issue shall be 10,000 shares of Common Stock of the par value of \$.001 per share.

ARTICLE 4  
Right to Amend or Repeal Articles

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights and powers herein conferred on shareholders are granted subject to this reserved power.

ARTICLE 5  
Indemnification of Directors, Officers and  
Other Authorized Representatives

Section 1. Indemnification in Accordance with Bylaws. The Corporation shall indemnify its officers, directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Corporation's Bylaws. Such indemnification provisions

of the Corporation's Bylaws may be enacted and modified from time to time by resolution of the Corporation's Board of Directors.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article 5 by the shareholders of the Corporation shall not adversely affect any right to protection of a director, officer, employee or agent of the Corporation existing at the time of such repeal or modification.

Section 3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provision of this Article 5.

Section 4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article 5 to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

#### ARTICLE 6 Severability

In the event any provision (including any provision within a single article, section, paragraph or sentence) of these Articles should be determined by a court of competent jurisdiction to be invalid, prohibited or unenforceable for any reason, the remaining provisions and parts hereof shall not be in any way impaired and shall remain in full force and effect and enforceable to the fullest extent permitted by law.


#### ARTICLE 7 Principal Office, Registered Office, Registered Agent

The address of the principal office of this Corporation is 15995 Collins Avenue, Suite 632, Sunny Isles, FL 33160. The address of the initial registered office of this Corporation is 15995 Collins Avenue, Suite 632, Sunny Isles, FL 33160 and the name of the initial registered agent of this Corporation at that address is: Humberto D. Marcelo. The undersigned is familiar with and accepts the duties and obligations as registered agent for this Corporation.

ARTICLE 8  
Incorporator

The name and address of the person signing these Articles is Humberto D. Marcelo of 15995 Collins Avenue, Suite 632, Sunny Isles, FL 33160.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of June, 1999.

  
\_\_\_\_\_  
Humberto D. Marcelo  
Incorporator and Registered Agent