

099000078940

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

B+A Medical Equipment Corp

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-09/03/99--01040--012
*****70.00 *****70.00

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 SEP -3 PM 2:00

RECEIVED
09 SEP -3 AM 10:04
DEBANK MINT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

of 9/3/99

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP -3 PM 2: 00

ARTICLES OF INCORPORATION
OF
B & A MEDICAL EQUIPMENT CORP.

ARTICLE I- NAME

The name of this corporation is B & A MEDICAL EQUIPMENT CORP.

ARTICLE II-DURATION

The Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Secretary of State's Office.

ARTICLE III- PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V-INITIAL CORPORATE OFFICE AND REGISTERED AGENT

The street address of the initial corporate office of the corporation is 1385 NW 15th Street, Miami, Florida 33125. The name and address of the initial registered agent for the corporation is Benjamin R. Metsch, 1385 NW 15th Street, Miami, Florida 33125.

ARTICLE VI-BY-LAWS

The By-Laws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) Director. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the sole Director of this Corporation is:

<u>Name</u>	<u>Address</u>
Diego Arce	1385 NW 15 th Street Miami, Florida 33125

ARTICLE VIII-OFFICERS

The sole officer of the corporation is:

<u>Name</u>	<u>Office</u>
Diego Arce	President/Vice-President/Secretary/ Treasurer

ARTICLE IX-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X-PREEMPTIVE RIGHTS

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

ARTICLE XI-INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Benjamin R. Metsch, 1385 NW 15th Street, Miami, Florida 33125.

ARTICLE XII-AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 2nd day of September, 1999.



Benjamin R. Metsch
(Incorporator)

STATE OF FLORIDA)

COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared BENJAMIN R. METSCH known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of B & A MEDICAL EQUIPMENT CORP., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of September, 1999.

Maria Orta
NOTARY PUBLIC, State of Florida

My Commission expires:



Maria E Orta
My Commission CC572591
Expires Jul. 28, 2000

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 2nd DAY OF September, 1999.



BENJAMIN R. METSCH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -3 PM 2:00