

CAPITAL CONNECTION, INC.

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

P99000095543

Independence Medical
Supply, Inc.

300003028853-1
-10/29/99-01036-013
*****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
99 OCT 29 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
- RECEIVED
99 OCT 29 AM 10:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
- 10-29-99
222

Signature _____

Requested by: AS

Name _____

Date 10/29/99

Time 9:59

Walk-In _____

Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
INDEPENDENCE MEDICAL SUPPLY, INC.**

FILED
99 OCT 29 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I- CORPORATE NAME

The name of this corporation is **INDEPENDENCE MEDICAL SUPPLY, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business shall be 20423 State Road 7, Suite 6227, Boca Raton, FL 33498 and mailing address of this corporation shall be PO Box 971271; Boca Raton, FL 33497-1271.

ARTICLE III - CAPITAL STOCK

The number of shares of stock this corporation is authorized to have outstanding at any one time is 1,000 \$1.000 par value common shares.

ARTICLE IV - INITIAL REGISTERED AGENT

The address of the initial registered office of the Corporation is 20423 State Road 7, Suite 6227; Boca Raton, FL 33498 and the name of the Corporation's initial registered agent for the service of process at such address is: Robert S. Weinroth, Esq.

ARTICLE V - DIRECTORS

The number of directors of the Corporation shall be fixed by its By-Laws. The initial Board of Directors shall consist of three (3) directors whose names and addresses are:

Robert S. Weinroth,	21786 Marigot Drive, Boca Raton, FL 33428
Pamela J. Yaffe,	12408 Antille Drive, Boca Raton, FL 33428
Joel C. Westermarck,	1040 Salmon Isle, West Palm Beach, FL 33413

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

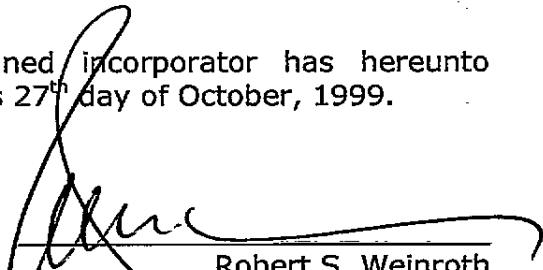
Robert S. Weinroth, 20423 State Road 7, Suite 6227, Boca Raton, FL 33498

ARTICLE VI - INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Cooperation Act any person who has made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is, or was, a Director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or served at the request of the Corporation as a Director, or as an officer, or as a fiduciary of an employee benefit plan, or another corporation, partnership, joint venture, trust of another enterprise.

In addition, the Corporation shall pay for the, or reimburse, any expenses incurred by such persons who are parties to such proceedings in advance of the final disposition of such proceeding, to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto executed these Articles of Incorporation this 27th day of October, 1999.



Robert S. Weinroth
20423 State Road 7 - Suite 6227
Boca Raton, FL 33498

**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes § 607.0501 or 617.0501, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. Name of the Corporation is **INDEPENDECE MEDICAL SUPPLY, INC.**
2. The name of the registered agent and office is:

**Robert S. Weinroth, Esq.
20423 State Road 7 - Suite 6227
Boca Raton, FL 33498**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND 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.

SIGNATURE _____

DATE _____

[Handwritten Signature]
27 OCT 99

99 OCT 29 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FL 32399

FILED