P95000032462

EXECUTIVE MANAGEMENT & CONSULTANT SERVICES, INC.
755 East 49th Street, Suite 4
Hialeah, Florida 33013

Tel.(305)769-9888 Fax.(305)769-0580

March 17th, 1995

FLORIDA
Division of Incorporations
P.O. Box 6327
Tallahassee, Florida 32314

600001452596
-04/10/95--01038--019
****122.50 ****122.50

Re: YAMIRA MEDICAL EQUIPMENT, INC.

EFFECTIVE DATE
4-21-95

To Whom It May Concern:

Please process the following Articles of Incorporation.
Enclosed is the processing fee of $ 122.50 .

If you have any questions please contact me at my office.

FILED
95 APR 26 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you,

Manuel N. Alvarez
Executive Management

Prev - 95
Effec. Date
4/26
W95-8136

COPY

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 17, 1995

EXECUTIVE MANAGEMENT & CONSULTANT SERVICES, INC.
755 EAST 49TH STREET
SUITE 4
HIALEAH, FL 33013

SUBJECT: YAMIRA MEDICAL EQUIPMENT, INC.
Ref. Number: W95000008136

We have received your document for YAMIRA MEDICAL EQUIPMENT, INC. and check(s) totaling $122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 695A00017725

EXECUTIVE MANAGEMENT & CONSULTANT SERVICES, INC.
755 East 49th Street, Suite 4
Hialeah, Florida 33013

Tel.(305)769-9888 Fax.(305)769-0580

April 21st, 1995

FLORIDA
Division of Incorporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: YAMIRA MEDICAL EQUIPMENT, INC.

To Whom It May Concern:

Please process the following Articles of Incorporation. Enclosed is a copy of your letter in which all corrections have been made.

If you have any questions please contact me at my office.

Thank you,

Manuel N. Alvarez
Executive Management

FILED
95 APR 26 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

YAMIRA MEDICAL EQUIPMENT, INC.

EFFECTIVE DATE
4-[illegible]-95

ARTICLE I - NAME

The name of this corporation is:

YAMIRA MEDICAL EQUIPMENT, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscribers.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED SHARES (100) at $10.00 TEN DOLLARS par value.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may 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. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonasessable.

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office this corporation is

1160 West 68th Street
Hialeah, Florida 33014

and the name of the initial registered agent of this corporation at that address is Raul Fernandez. The principal office shall be the same.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director initially. The number of Directors may be increased or diminished from time to time in such a manner as may be prescribed by the By-Laws but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

NAME	ADDRESS
RAUL FERNANDEZ	11814 SW 194th TERRACE Miami, Florida 33177

ARTICLES IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for any expenses in incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to idemnify or reimburse such person an any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that he or such firm so interested shall be disclosed or shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and ant director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X - REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles on Incorporation are:

NAME	ADDRESS
RAUL FERNANDEZ	11814 SW 194th TERRACE Miami, Florida 33177

ARTICLE XII - BY LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Law made by them such By-Law shall be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

This corporation shall have all the powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XIV - AMENDMENT

These Articles of Incorporated may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 21st day of April , 1995.

Raul Fernandez
President

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared RAUL FERNANDEZ known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and the acknowledged before me that they subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 21st day of April , 1995.

My Commission expires:

OFFICIAL NOTARY SEAL
MANUEL N ALVAREZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC169873
MY COMMISSION EXP. DEC. 23,1995

Manuel N. Alvarez
Notary Public
State of Florida

CERTIFICATION DESIGNATED PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That YAMIRA MEDICAL EQUIPMENT, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Hialeah, County of Dade, State of Florida has named RAUL FERNANDEZ located at 1160 West 68th Street, City of Hialeah, County of Dade, State of Florida, as its agent to accept services of process within this State.

ACKOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Raul Fernandez
REGISTERED AGENT

FILED
95 APR 26 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and country aforesaid, this 21st day of April, 1995.

My Commission expires:

OFFICIAL NOTARY SEAL
MANUEL N ALVAREZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC169873
MY COMMISSION EXP. DEC. 23,1995

Manuel N. Alvarez
Notary Public
State of Florida