

1822

ARTICLES OF INCORPORATION
OF
BOYCE, THOMAS & ASSOCIATES, INC.

STATE OF ALABAMA
SHELBY COUNTY

The undersigned, acting as incorporators of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is Boyce, Thomas & Associates, Inc.

SECOND: The period of the corporation's duration shall be perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

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To own and operate a merchandising business of buying and selling medical equipment used in hospitals, doctors' offices and medical clinics; and to carry on such business as wholesalers, retailers, importers and exporters; to acquire all such merchandise, supplies, and materials as may be necessary or incidental to such business; and to have any and all powers to carry out the purposes above set forth as fully as natural persons, whether as principal, agent, trustee, or otherwise.

To engage in any lawful act or activity for which corporations may be organized under "The Alabama Business Corporations Act";

To acquire and pay for in cash, stocks or bonds of this corporation or otherwise, the good will, rights, assets, and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm association or corporation;

Elaine M. Duffie

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To acquire, hold, use, sell, assign, lease, grant any licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, and processes, copyrights, trademarks, and trade names, relating to or useful in connection with any business of the corporation;

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BOOK To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of capital stock, or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bond, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all rights, powers, and privileges of ownership, including the right to execute, consent and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement, and enhancement in value thereon;

To borrow or raise money for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance, or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;

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To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets, or any interest therein, wherever situated;

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To purchase or otherwise acquire, apply for, register, hold, use, sell, or in any manner dispose of, and to grant licenses or other rights in, and in any manner deal with patents, inventions, improvements, processes, formulas, trademarks, trade names, rights and licenses secured under letters patent, copyrights or otherwise;

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To enter into, make, and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, town, city, county, body politic, state, territory, government, or colony or dependency thereof;

To purchase, hold, sell and transfer the shares of the corporation's capital stock;

To have one or more offices and to conduct any or all of the corporations's operations and business, and to promote the corporation's objectives, within or without the State of Alabama, without restriction as to place or amount;

To carry on any other business in connection with the corporation's business;

To do any or all of the things herein set forth as principal, agent, contractor, trustee or otherwise, alone or in the company with others;

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The objectives and purposes specified herein shall be regarded as independent objectives and purposes, and except where otherwise expressed, shall be in no way limited nor restricted by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation;

The foregoing shall be construed both as objectives and powers, and the enumeration thereof shall not be held to limit or restrict in any manner any general powers conferred on this corporation by the laws of the State of Alabama.

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FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Fifteen Thousand shares of common voting stock of the par value of One Dollar per share. The amount of capital stock with which the corporation shall begin business is One Thousand and 00/100 (\$1,000.00) Dollars, all of which has been paid in, in cash or transfer of property.

FIFTH: Provisions for the regulation of the internal affairs of the corporation are as follows; subject to amendment, extensions and additions by the shareholders:

Meetings of the Board of Directors, either regular or special, may be held either at the office of the company, or at any place in the United States that is most convenient to the officers and/or directors.

The President and/or the Secretary/Treasurer shall have the power for and in behalf of the corporation as its agent to sign, execute, and endorse checks, drafts promissory notes, mortgages, deeds, bonds, acceptances and other commercial papers.

Any action required or proposed to be taken by the directors and/or shareholders may be validly effected in the following manner, without notice or formal meeting:

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Any resolution or proceeding approved in writing by all of the shareholders and/or directors by subscription of their names in writing thereto by the said shareholders or directors, shall be fully and completely valid, binding and effective as if adopted by the vote of the signers at a regularly scheduled or called meeting of said shareholders or directors, and shall be effective as of the date therein designated, or if no effective date shall be therein designated, then as of the time on which the same shall be marked "filed" by the Secretary, and such resolution shall thereupon be entered in the minutes of the corporation under such effective date.

The several officers of the corporation shall perform the duties and exercise the powers generally performed and exercised by similar officers in private corporations in the State of Alabama, and shall be governed in accordance with "The Alabama Business Corporation Act".

SIXTH: The address of the initial registered office of the corporation is 3309 Culloden Way, Birmingham, Alabama 35242. The name of the corporation's initial registered agent at such address is James Ronald Boyce.

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is two, and the name and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify is:

James Ronald Boyce
3309 Culloden Way
Birmingham, AL 35242

Linda Thomas Boyce
3309 Culloden Way
Birmingham, AL 35242

EIGHTH: The name and address of each incorporator is:

James Ronald Boyce
3309 Culloden Way
Birmingham, AL 35242

Dated this 18 day of October, 1988.


JAMES RONALD BOYCE
Incorporator

This Document Prepared by:

Elaine McDuffie
Attorney at Law
1600 South 15th Street
Birmingham, Alabama 35205
Telephone: 939-3817

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STATE OF ALABAMA

I, Glen Browder, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, the corporate name Boyce, Thomas & Associates, Inc. is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Boyce, Thomas & Associates for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

October 18, 1988 - expires - 2-16-89

Date

Glen Browder

Glen Browder

Secretary of State

State of Alabama

Shelby County

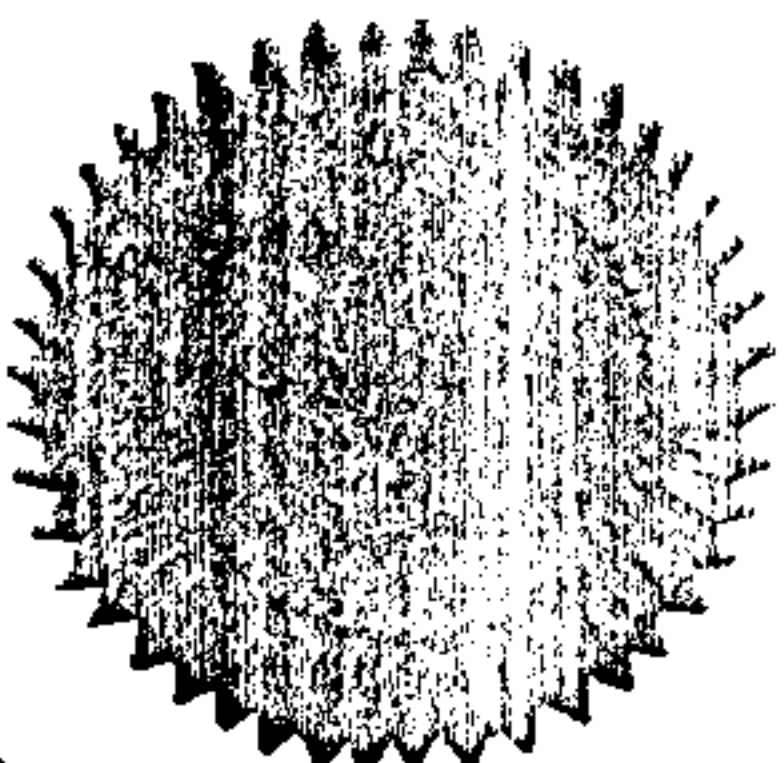
CERTIFICATE OF INCORPORATION OF

Boyce, Thomas & Associates, Inc.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of Boyce, Thomas & Associates, Inc., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of Boyce, Thomas & Associates, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 26th day of October, 19 88.



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

88 OCT 26 PM 12:53

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Rec 35.00
Jud 1.00
36.00