



State of Ohio
Department of State

Date 2/11/83

F204-0931

Number 608399

Anthony J. Celebrezze, Jr.
Secretary of State

Receipt No. 41503

F204-0931 018

Received of BUSTAMANTE, DONOHUE & PALMISANO CO.
or filed by _____

The sum of \$ 75.00 for filing ARF _____ of

PREMIER MEDICAL SUPPLIES, INC.

Returned to: 41503
BUSTAMANTE, DONOHUE & PALMISANO CO.
ATT: E.C. COAXUM, JR.
1600 ILLUMINATING BLDG.
CLEVELAND, OH 44113

ARF \$ 75.00

Name:
PREMIER MEDICAL SUPPLIES, INC.

Total Fee: \$ 75.00



Department of State

The State of Ohio

Anthony J. Celebrezze, Jr.
Secretary of State

608399

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARE

of.

PREMIER MEDICAL SUPPLIES, INC.

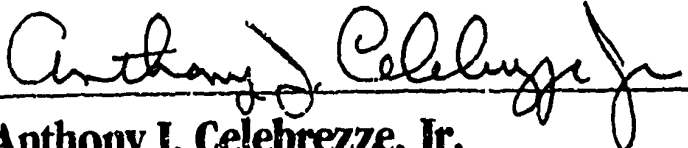
United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll F204 at Frame 0933 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 2ND day of FEB,

A.D. 1983..




Anthony J. Celebrezze, Jr.
Secretary of State

ARTICLES OF INCORPORATION
OF
PREMIER MEDICAL SUPPLIES, INC.

MG/MP
2-2-83
7500

The undersigned, desiring to form a corporation for profit under Title XVII of the Ohio Revised Code, does hereby certify:

FIRST: The name of said corporation shall be Premier Medical Supplies, Inc.

SECOND: The place in the State of Ohio where its principal office is to be located is the City of Cleveland, County of Cuyahoga.

THIRD: The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: The authorized number of shares of the corporation is Seven Hundred Fifty (750), all of which shall be Common Stock, without par value.

FIFTH: Without derogation from any other power to purchase shares of the corporation, the corporation, by action of its Directors, may purchase outstanding shares of any class of the corporation to the extent not prohibited by law.

SIXTH: No holder of shares of the corporation shall have any preemptive right to subscribe for or to purchase any shares of the corporation of any class whether such shares or such class be now or hereafter authorized.

SEVENTH: A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise; nor shall any transaction, contract or act of the corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer or any firm of which such director or officer is a member or any corporation of which such director or officer is a shareholder, director or officer, is in any way interested in such transaction, contract or act, provided the fact that such director, officer, firm or corporation is so interested shall be disclosed or shall be known to all of the directors, or to such members thereof as

- 2 -

shall be present at any meeting of the Board of Directors at which action upon any such contract, transaction or act shall be taken; nor shall any such director or officer be accountable or responsible to the corporation for or in respect of any such transaction, contract or act of the corporation, or for any gains or profits realized by him by reason of the fact that he or any firm of which he is a member, or any corporation of which he is a shareholder, officer or director, is interested in such transaction, contract or act and any such director or officer, if such officer is a director, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action in respect of any such contract, transaction or act, and may vote thereat to authorize, ratify or approve any such contract, transaction or act, with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, officer, or director, were not interested in such transaction, contract or act.

EIGHTH: The amount of capital with which the corporation will begin business will not be less than Five Hundred Dollars (\$500.00).

IN WITNESS WHEREOF, I have hereunto subscribed my name this 31st day of January, 1983.

Edward C. Coaxum, Jr.
Edward C. Coaxum, Jr., Incorporator

11354-105

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the incorporator of Premier Medical Supplies, Inc., hereby appoints Edward C. Coaxum, Jr., , a natural person resident in the County in which the corporation has its principal office, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His complete address is Suite 1600, 55 Public Square, Cleveland, Ohio, 44113.

PREMIER MEDICAL SUPPLIES, INC.

By Edward C. Coaxum Jr.
Edward C. Coaxum, Jr., Incorporator

TO: PREMIER MEDICAL SUPPLIES, INC.

Cleveland, Ohio

January 31, 1983

I hereby accept appointment as agent of your corporation upon whom process, notice or demand required or permitted by statute to be served upon your corporation may be served.

Edward C. Coaxum Jr.
Edward C. Coaxum, Jr.

F204-0931

*Bustamante, Donohoe & Palmisano Co., L.P.A.**Attorneys and Counsellors at Law**Suite 1600 The Illuminating Building**55 Public Square**Cleveland, Ohio 44119**Area Code 216**241-1635**John H. Bustamante**Barth R. Donohoe**Ralph J. Palmisano**George A. Bustamante**Of Counsel**John G. Fogg**Edward J. Cox, Jr.**Cable Address**"Bustalaw"*

CONFIDENTIAL

January 31, 1983

Ken Downey
 Corporation Department
 Secretary of State
 30 East Broad Street
 Columbus, Ohio 43216

Re: Premier Medical Supplies, Inc.

Dear Mr. Downey:

Enclosed please find Articles of Incorporation for Premier Medical Supplies, Inc., the title decided on to replace Premier Medical, Inc., as requested by you in your letter of January 26, 1983. This name should distinguish the corporation from a professional entity.

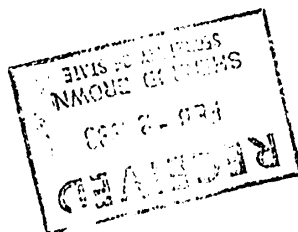
Also enclosed is a check for \$75.00 to cover the cost of filing the above Articles.

If there are any problems, please feel free to contact me.

Sincerely yours,

Edward C. Coxum, Jr.
 Edward C. Coxum, Jr.

ECC/gjs
 Enclosures



C-423



SPERROD BROWN

SECRETARY OF STATE
30 E. BROAD ST.
COLUMBUS, OHIO 43216

100-1-1007

January 26, 1983

Bustamante, Donohoe & Palmisano
Edward C. Coaxum, Jr.
The Illuminating Building, Suite 1600
Cleveland, Ohio 44113

CORRESPONDENCE

RE: Articles of Incorporation
PREMIER MEDICAL, INC.

Gentlemen:

The enclosed documents are being returned unfiled because:

The corporate title is misleading in the sense that it refers to a professional corporation consisting of doctors. It is necessary to alter the title so that it would be distinguishable from a professional entity.

If you have any questions concerning this matter, please feel free to contact our office.

Very truly yours,

Ken Downey

KD/clb

Enclosure - Check #2529