

Filing Fee \$150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. ID # 75319

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is Drew Medical, Inc.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) Perpetual

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

The purposes for which this corporation is formed are:

- (a) To engage in the business of selling and servicing medical equipment.
(b) To engage in any business related or unrelated to the foregoing and from time to time authorized or approved by the board of directors of this corporation;
(c) To do business anywhere in the world;
(d) To exercise any and all rights and powers now and hereafter granted to a corporation by law.

SECRETARY OF STATE

Handwritten signature and number 114097

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

- (a) *If only one class:* Total number of shares ... 8000 *NO PAR VALUE*
(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

or

- (b) *If more than one class:* Total number of shares
(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to 57-1.1-24 of the General Laws, 1956, as amended:

Each shareholder shall be entitled to full preemptive rights to subscribe to, purchase and acquire any share which may be issued subsequent to the original issue in the same proportion, ratio or fractional amount as the number of shares owned and held by such shareholder bears to the total number of shares issued and outstanding immediately prior to such new issue and sale and held by shareholders who elect to exercise their right to subscribe to, purchase and acquire additional shares.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

- (a) The initial number of directors of this corporation shall be one (1).
- (b) The names and addresses of the person appointed to act as the first director of this corporation is named in section eight.

The number of directors may be changed from time to time by a by-law fixing or changing the number duly adopted by the shareholders.

Subject to the right of the shareholders to adopt, amend or repeal by-laws or any amendment thereof, changing the authorized number of directors may be adopted, amended or repealed by the Board of Director(s).

SEVENTH. The address of the initial registered office of the corporation is 2894 Mendon Road Cumberland, RI 02864-3439 (add Zip Code) and the name of its initial registered agent at such address is:

Randall Drew



Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 1 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Randall Drew	2894 Mendon Road Cumberland, RI 02864

NINTH. The name and address of each incorporator is:

Name	Address
Randall Drew	2894 Mendon Road Cumberland, RI 02864

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

JAN 10, 1994

Dated JAN 10, 1994



Signature of each incorporator

STATE OF RHODE ISLAND
COUNTY OF

} In the City
Town }

of Cumberland, RI

in said county this 10th day of January, A.D. 1924

then personally appeared before me Randall Spear

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Geeta L. Kiene Notary Public
Notary Public