

CORPORATE ACCESS, INC.
 1116-D THOMASVILLE RD
 TALLAHASSEE, FL 32303
 (904) 222-2666

Requestor's Name
 P 96000025938
 Blinda

City/State/Zip Phone #

2000001755752
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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MagRuder Consulting, Inc
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in
 Pick up time 3/25/96
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

FILED
 96 MAR 25 AM 10: 58
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 96 MAR 25 AM 10: 36
 DIVISION OF CORPORATION

Handwritten signature/initials

Examiner's Initials	
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MAGRUDER CONSULTING, INC.**

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is Magruder Consulting, Inc.

ARTICLE II

TERM OF EXISTENCE

This corporation shall commence as of the date of the filing of these Articles of Incorporation with the Secretary of State and shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The purpose for which this corporation is organized is to engage in the business of providing consulting services to businesses related to the medical profession, and may transact any and all lawful business for which corporations may be incorporated under the laws of the United States of America and of this State.

ARTICLE IV

CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, having a par value of \$0.01 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable.

ARTICLE V

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of this corporation shall be Robert P. Saltsman. The street address of the initial registered office of this corporation is 200 East New England Avenue, Suite 301, Winter Park, Florida 32789. The initial principal place of business of this corporation and the mailing address is 200 E. New England Avenue, Suite 301, Winter Park, Florida 32789. The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation that shall consist of not less than one (1). Except the number constituting the initial Board of Directors, the number of Directors shall be decided by resolution of the shareholders.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The name and street address of the member of the initial Board of Director for this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignation, removal from office or death is:

<u>Name</u>	<u>Street Address</u>
G. Brock Magruder, Sr.	116 W. Sturtevant Street Orlando, FL 32806

INCORPORATOR

The name and street address of the incorporator is Robert P. Saltsman, 200 East New England Avenue, Suite 301, Winter Park, Florida 32789.

ARTICLE IX

BYLAWS

The powers to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors or shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

PRE-EMPTIVE RIGHTS

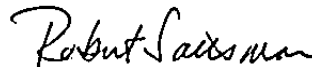
Every shareholder, upon sale of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price that is offered to others.

ARTICLE XII

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each Director of the time and place of the meeting and the purpose thereof. Any amendment of these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

20th **IN WITNESS WHEREOF**, the incorporator has executed these Articles of Incorporation this day of March, 1996.



Robert P. Saltsman

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Magruder Consulting, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Winter Park, State of Florida, has named Robert P. Saltzman of 200 East New England Avenue, Suite 301, Winter Park, Florida 32789, as agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Robert Saltzman
Registered Agent

3/20/96
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA