

P96000035688

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

Requestor's Name _____

Address _____

City/State/Zip _____ Phone # Alaska _____

REGISTRATION BOARD
904-224-2666 -01070-023
****140.00 *****70.00

Office Use Only

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

1. Retirement Holdings Medical Management
(Corporation Name) (Document #)
2. of W.P.B., Inc.
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in
 Mail out

Pick up time 4/24/96
 Will wait

Photocopy AB

Notified Copy
 Certificate of Status

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

FILED
05 APR 24 PM 3:18
REGISTRATION BOARD
TALLAHASSEE, FLORIDA

SAS
4/24/96

Examiner's Initials	<u>SAS</u> <u>4/24/96</u>
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ARTICLES OF INCORPORATION

OF

RETIREMENT HOLDINGS MEDICAL MANAGEMENT OF W.P.B., INC.

FILED

96 APR 26 PM 3:13

CLERK OF THE CIRCUIT COURT
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida and states as follows:

ARTICLE I
NAME

The name of the corporation is:

RETIRMENT HOLDINGS MEDICAL MANAGEMENT OF W.P.B., INC.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the corporation is:

1045 Fairfax Circle West
Boynton Beach, FL 33462

ARTICLE III
DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation, and continue in existence perpetually thereafter.

ARTICLE IV
PURPOSE

This corporation is organized for the purposes of engaging in management services applying to, but not limited to, the following modalities including: MRI, mammography, ultra-sound, nuclear medicine, x-ray and cat scan; and specialized

financial transactions and investments; to do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation; and to exercise those powers, rights, and procedures set forth in Chapter 607, Florida Statutes, Florida General Corporation Act, and for the purposes of transacting any or all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE V CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1,000,000 shares of a common class stock with \$.10 par value per share.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principle office of this Corporation is:

1045 Fairfax Circle West
Boynton Beach, FL 33462

The name of the initial registered agent of this corporation at that address is:

Greg Youngs
108 Paradise Harbor Blvd. # 402
North Palm Beach, FL 33408

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have three directors initially. However, the number of directors may be either increased or diminished from time to time in accordance with this corporation's by-laws, but there shall never be less than one director. The name and address of the initial directors of this corporation are:

Anthony Scarcella
1045 Fairfax Circle West
Boynton Beach, FL 33462

Greg Youngs
108 Paradise Harbor Blvd. # 402
North Palm Beach, FL 33408

M.O. Simmons
1220 North Ocean Blvd.
Palm Beach, Florida 33480

ARTICLE VIII
INCORPORATOR

The names and mailing addresses of the undersigned incorporators signing these Articles of Incorporation are:

Anthony Scarcella
1045 Fairfax Circle West
Boynton Beach, FL 33462

Greg Youngs
108 Paradise Harbor Blvd. # 402
North Palm Beach, FL 33408

M.O. Simmons
1220 North Ocean Blvd.
Palm Beach, Florida 33480

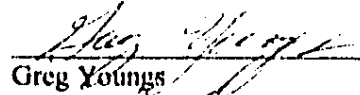
ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, any right conferred upon the shareholders is subject to this reservation.

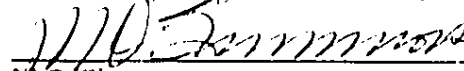
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of April 1996.



Anthony Scarcella



Greg Youngs



M.O. Simmons

**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON
WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for RETIREMENT HOLDINGS
MEDICAL MANAGEMENT OF W.P.B., INC., at the place designated in its Articles of
Incorporation, I agree to act in this capacity and to comply with the provisions of Section
6907.0505 of the Florida Statutes.

DATED: April 23, 1996



Greg Youngs
Registered Agent

FILED
96 APR 24 PM 3:13
CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

P96000035688

CORPORATE ACCESS, INC.

1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666, Fax (904) 222-1666

WALK IN
PICK UP 9/10/96 (CW)

CERTIFIED COPY _____ CUS _____

PHOTO COPY _____ FILING Dissolution _____

1.) Retirement Holdings Medical Management Company of W.P.B., Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

Corrected 9/10
per
Cinda
& Christi

Jerry
Val
Dis

600001145220
-09/10/96--01073--025
*****35.00 *****35.00

FILED
96 SEP 10 AM 2:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

REMOVED
96 SEP 10 AM 10:42
DIVISION OF CORPORATION

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this corporation submits following articles of dissolution:

FILED
56 SEP 10 PM 2:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FIRST: The name of the corporation is **RETIREMENT HOLDING
MEDICAL MANAGEMENT OF W.P.B., INC.**

SECOND: The articles of incorporation were filed on April 24, 1996.

THIRD: (check one)

- None of the corporation's shares have been issued.
 The Corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (check one)

- A majority of the incorporators authorized the dissolution.
 A majority of the directors authorized the dissolution.

Signed this 6th day of September, 1996.

Signature: *Anthony M. Scarcella*

(By an incorporator if adopted by the incorporators, or by the chairman or vice chairman of the board, president, or other officer, if adopted by the directors.)

Anthony M. Scarcella

(Typed or printed name)

INCORPORATOR / CHAIRMAN

(Title)