

P96000059873



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

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7/17/96 1:00 PM

CERTIFIED COPY _____ CUS _____

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

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
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(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

FILED
JUL 17 11:03 AM '96
TALLAHASSEE, FLORIDA
96 JUL 17 PM 2:49

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we 7-17-96

ARTICLES OF INCORPORATION

OF

RETIREMENT HOLDINGS MEDICAL MANAGEMENT, INC.

FILED
95 OCT 17 AM 2:49
CLERK OF DISTRICT COURT
JACKSONVILLE, 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:

RETIREMENT HOLDINGS MEDICAL MANAGEMENT, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the corporation is:

5841 Corporate Way, Suite # 200
West Palm Beach, FL 33407

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 registered office of this Corporation is:

5841 Corporate Way, Suite #200
West Pal Beach, FL 33407

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

Greg Youngs
5841 Corporate Way, Suite #200
West Pal Beach, FL 33407

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have one director 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 director of this corporation is:

Greg Youngs
5841 Corporate Way, Suite # 200
West Palm Beach, FL 33407

ARTICLE VIII
INCORPORATOR

The names and mailing addresses of the undersigned incorporator signing these Articles of Incorporation is:

Greg Youngs
5841 Corporate Way, Suite # 200
West Palm Beach, FL 33407

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 16th day of July 1996.



Greg Youngs

**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, 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: July 16, 1996



Greg Youngs
Registered Agent

FILED
96 JUL 17 PM 2:49
TALLAHASSEE, FLORIDA

AFFIDAVIT

THE CORPORATION, RETIREMENT HOLDINGS MEDICAL MANAGEMENT COMPANY, INC. FILED APRIL 24, 1996, HAS NO INTENTION TO REVOKE THE DISSOLUTION FILED WITH THE SECRETARY OF STATE MADE ON, JULY 17, 1996.

DATED: 7-16-96

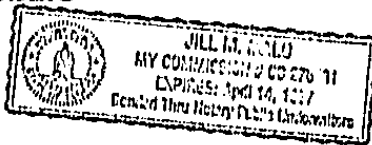


Greg Young, Director

THE FOREGOING ASSIGNMENT WAS ACKNOWLEDGED BEFORE ME THIS 16th DAY OF JULY, 1996 WHO IS PERSONALLY KNOWN TO ME AND WHO DID NOT TAKE AN OATH.

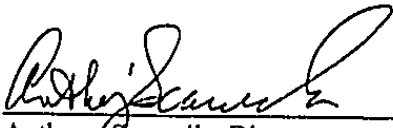


NOTARY PUBLIC



THE CORPORATION, RETIREMENT HOLDINGS MEDICAL MANAGEMENT COMPANY, INC. FILED APRIL 24, 1996, HAS NO INTENTION TO REVOKE THE DISSOLUTION FILED WITH THE SECRETARY OF STATE MADE ON, JULY 17, 1996.

DATED: 7-16-96

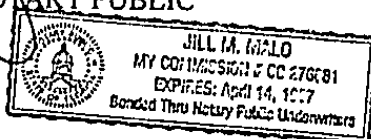


Anthony Scarcella, Director

THE FOREGOING ASSIGNMENT WAS ACKNOWLEDGED BEFORE ME THIS 16th DAY OF JULY, 1996 WHO IS PERSONALLY KNOWN TO ME AND WHO DID NOT TAKE AN OATH.



NOTARY PUBLIC



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CORPORATE
ACCESS,
INC.

1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303

P.O. Box 37066 (32317-7066) ~ (904) 222-2666 or (800) 969-1666. Fax (904) 222-1666

WALK IN

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9/16/96

(Signature)

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FILING

Dissolution

1.) *Retirement Holdings Medical Management, Inc.*
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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9/10

FILED
RECEIVED
SECRETARY OF STATE
TALLAHASSEE FLORIDA
SEP 10 PM 2:32
SEP 10 AM 11:42
DIVISION OF CORPORATION

John Vold Diss.

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ARTICLES OF DISSOLUTION

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

FILED
95 SEP 10 PM 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FIRST: The name of the corporation is **RETIREMENT HOLDINGS MEDICAL MANAGEMENT, INC.**

SECOND: The articles of incorporation were filed on July 17, 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: 

(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.)

GREG YOUNGS

(Typed or printed name)

INCORPORATOR / CHAIRMAN

(Title)