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ACCOUNT NO. : 072100000032

REFERENCE : 896147 7147229

AUTHORIZATION :

COST LIMIT : \$ ~~100.50~~ PPD

ORDER DATE : July 17, 1998

ORDER TIME : 3:41 PM

ORDER NO. : 896147-005

CUSTOMER NO: 7147229

CUSTOMER: Gez Agolli, Director
PATH MEDICAL OF FLORIDA, INC.

Suite C
7780 Cambridge Manor Place
Fort Myers, FL 33907

800002592498--8
-07/20/98--01001--019
****122.50 ****122.50

DOMESTIC FILING

NAME: A.G.R. MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 17 AM 9:29

RECEIVED
98 JUL 17 PM 4:10
DIVISION OF CORPORATION
8/10/98

ARTICLES OF INCORPORATION

OF

A.G.R. Management, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 17 AM 9:29

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

A.G.R. Management, Inc.

The address of the principal office of this corporation shall be 7780 Cambridge Manor Place, Suite C Ft. Myers, FL 33907, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. AUTHORIZED SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 450,000 shares of common stock having \$0.01 par value per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed or to be performed for the benefit of the corporation. Each issued and outstanding stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 7780 Cambridge Manor Place Suite C, Ft. Myers, Florida 33907, and the name of the initial registered agent of the corporation at that address is Mr. Gez Agolli

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

William A. Ranieri 4782 Europa Dr.
President Naples, Fl. 34105-5640

Gez Agolli 19308 Pine Glen Dr.
Vice President Ft. Myers, Fl. 33912

Adrian Ginoli 6041 Duval St.
Director/Secretary Hollywood, Fl. 33024


ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Gez Agolli

19308 Pine Glen Dr., Ft. Myers, Fl.33912

The undersigned incorporator has executed these Articles of Incorporation on July 14,
1998.

By: 
Gez Agolli/
Incorporator

Article VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors, proposed by them to the shareholders, and approved by the board of directors, proposed by them to the shareholders, approved at a shareholders meeting by the holders of a majority of the shares entitled to vote on the matter in such other manner as may be provide by law.

ARTICLE X. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which each existing shareholder already holds, to purchase his/her pro rata or any other share of such stock at the same price at which it is offered to others at any other price.

ARTICLE XI. INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and harmless all its directors, officers, employees and agents, and former directors, officers, employees, and agents from and against all liabilities obligations, including attorneys fees, incurred in connection with any actions taken by said directors,

officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Gez Agolli having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Gez Agolli
Gez Agolli
Registered Agent

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