

103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

P0000006253

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 7-11-00

REF. #: 017.12367

CORP. NAME: MEDQUAY, INC.

400003319454--5
-07/11/00--01036--028
*****78.75 *****78.75

- ARTICLES OF INCORPORATION () ARTICLES OF AMENDMENT () ARTICLES OF DISSOLUTION
- () ANNUAL REPORT () TRADEMARK/SERVICE MARK () FICTITIOUS NAME
- () FOREIGN QUALIFICATION () LIMITED PARTNERSHIP () LIMITED LIABILITY
- () REINSTATEMENT () MERGER () WITHDRAWAL
- () CERTIFICATE OF CANCELLATION () UCC-1 () UCC-3
- () OTHER: _____

STATE FEES PREPAID WITH CHECK# 159867 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY () CERTIFICATE OF GOOD STANDING () PLAIN STAMPED COPY
- () CERTIFICATE OF STATUS

Examiner's Initials _____

FILED
 00 JUL 11 AM 11:23
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 00 JUL 11 AM 10:23
 T. SMITH JUL 11 2000
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MEDQUAY, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

MEDQUAY, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

1,000 Shares of Common Stock

par value of \$1.00 per share

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - PRINCIPAL OFFICE

The address of the principal place of business of this Corporation shall be:

8466 N. Lockwood Ridge Road
Suite 337
Sarasota, Florida 34243

and, the mailing address of this Corporation shall be:

8466 N. Lockwood Ridge Road
Suite 337
Sarasota, Florida 34243

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is:

Jonathon B. Witherspoon	8466 N. Lockwood Ridge Road Suite 337 Sarasota, Florida 34243
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ARTICLE VII - DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Jonathon B. Witherspoon	8466 N. Lockwood Ridge Road Suite 337 Sarasota, Florida 34243
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Rachael Witherspoon	8466 N. Lockwood Ridge Road Suite 337 Sarasota, Florida 34243
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Damon Childs

8466 N. Lockwood Ridge Road
Suite 337
Sarasota, Florida 34243

Mary Alderson

8466 N. Lockwood Ridge Road
Suite 337
Sarasota, Florida 34243

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

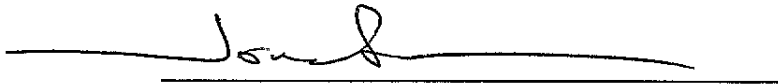
ARTICLE IX - INCORPORATOR

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

Jonathon B. Witherspoon

8466 N. Lockwood Ridge Road
Suite 337
Sarasota, Florida 34243

The undersigned has executed these Articles this 1 day of June, ~~2000~~.



Jonathon B. Witherspoon

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for MEDQUAY, INC. at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

June 1, 2000
Date

Jonathon B. Witherspoon
Jonathon B. Witherspoon

"REGISTERED AGENT"

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TALLAHASSEE, FLORIDA