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ATTORNEYS AND COUNSELORS AT LAW
170 NORTH FLORIDA AVENUE
BARTOW, FLORIDA 33830-3947

ERIC K. ALLEN*
A. WILLIAM BAILEY III*†

ADDITIONAL ADMISSIONS:
* UNITED STATES TAX COURT
† NEVADA

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EXPIRATION DATE
03-13-2001

FILED
MAR 21 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 20, 2001

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-03/21/01--01051--011
*****87.50 *****87.50

UPS NEXT DAY AIR
Tracking Number 1Z F25 772 22 1000 069 1

RE: Qualimed, Inc., a new Florida Incorporation

Dear Sir or Madam:

Enclosed please find an original and two copies of the Articles of Incorporation for the referenced new corporation duly executed and prepared for filing. Enclosed is our check for \$87.50 for the filing fee, registered agent designation, certified copy and Certificate of Good Standing.

Kindly file the Articles and return the certified copy and Certificate of Good Standing by first class mail. A stamped, self-addressed envelope is enclosed for your convenience. Thank you for your assistance.

Respectfully yours,

ALLEN & BAILEY, P.A.

By: _____

Eric K. Allen

Enclosures

CB 3-26 ✓

**ARTICLES OF INCORPORATION
OF
QUALIMED, INC.**

EFFECTIVE DATE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this Corporation shall be Qualimed, Inc.

ARTICLE II. ADDRESS

The initial address of the principal office of this Corporation in the State of Florida is: 130 South Moon Avenue, Brandon, Florida. The mailing address of the Corporation in the State of Florida is 130 South Moon Avenue, Brandon, Florida 33511-5110. The Board of Directors from time to time may move the principal office to any other address in Florida.

ARTICLE III. PURPOSES AND POWERS

The purpose and general nature of the Corporation's business is: (a) To engage in the practice of medicine, including, but not limited to cardiology, nuclear medicine educational and medical consultation and to do any and all acts necessary or desirable, incidental to or connected therewith, and to invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, and own real or personal property necessary or appropriate to the rendering of such professional services.

(b) To conduct business in and have one or more offices in the State of Florida, and in all other states and countries. To buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks, and licenses.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

Articles of Incorporation of QUALIMED, INC.

(d) To purchase the corporate assets of any other corporation and engage in the same character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(f) To subscribe for, purchase, own, hold, sell, assign, transfer, pledge, mortgage, or otherwise dispose of bonds, securities, or evidences of indebtedness issued or created by the United States of America, or any state, territory county or municipality therein, and by any foreign state, nation, government, municipality or other political subdivision thereof.

(g) To carry on or to participate with others in the organization, merger, consolidation, financing, liquidation, or reorganization of corporations, partnerships, or associations engaged in any lawful business enterprise.

(h) To make, enter into, and carry out any arrangements which may be deemed to be for the benefit of the Corporation, with any corporation, association, cooperative association, partnership, firm, trustee, syndicate, individual, government, state, municipality, or other political or governmental division of subdivision, domestic or foreign, to obtain the reform or otherwise to acquire by purchase, lease, assignment, or otherwise, stocks, powers, rights, privileges, participations, immunities, franchises, guarantees, grants, and concessions; to hold, own, exercise, exploit, dispose of, and realize upon the same, and to undertake and prosecute any business

Articles of Incorporation of QUALIMED, INC.

dependent thereon; and to cause to be formed, to promote, and to aid in any way the formation of any corporation, association, or organization of any kind, domestic or foreign, for any such purpose.

(i) To lend money on time or call and with or without collateral security, and to give credit to individuals, corporations, associations, or co-partnerships, and to municipalities, states, governments, or any political subdivisions thereof, and to foreclose on any property taken by the Corporation as collateral security for any loans.

(j) To cause or to allow the legal title, and/or any estate, right, or interest in any property, whether real, personal, or mixed, owned, acquired, controlled, or operated by the Corporation, to remain or to be vested or registered in the name of, or operated by, any person, firm, association, or corporation, domestic or foreign, formed or to be formed, either in trust for or as agents or nominees of this Corporation, or upon any other terms or conditions, which the Board of Directors may consider for the benefit of the Corporation.

(k) To undertake, conduct, assist, promote, and participate in every kind of commercial, industrial, agricultural, manufacturing, mercantile, or mining enterprise, business, undertaking, venture, or operation in any state, territory, dependency, or colony of the United States of America or its insular possession, or in the District of Columbia, or in any foreign country.

(l) To purchase, hold, retire, sell, and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of capital, and provided further that its own shares of capital stock belonging to it shall not be voted directly or indirectly.

(m) To act as agent or representative (other than fiscal or transfer agent) of individuals,

partnerships, associations, or corporations, and as such to manage, develop, and extend their business or to aid any lawful enterprise.

(n) To have one or more offices carry on all or any part of its operations and business without restrictions or limit as to amount in any or all of the states, districts, territories, or colonies of the United States of America, and in all foreign countries; and to enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, or state.

(o) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, exchange, or otherwise dispose of an deal in real estate and personal property of every class and description; subject however, to the laws of such state, district, territory, or country where the same may be located.

(p) To build, erect, construct, purchase, hire, or otherwise acquire, own, provide, establish, maintain, hold, lease, and operate factories, warehouses, agencies, buildings, structures, offices, houses, works, machinery, plants, and all other things of whatsoever kind and nature, within and without the State of Florida, and in any part of the world, suitable, necessary, useful, or advisable in connection with any or all of the objectives hereinbefore or hereinafter set forth.

(q) To apply for, obtain, register, lease, purchase, or otherwise acquire, and to hold, use, own, operate, and introduce, and to sell, assign, or otherwise dispose of any trademarks, trade names, patents, copyrights, formulas, inventions, improvements, and processes used in connection with or secured under letters patent of the United States of America, or elsewhere; to use, exercise, develop, grant licenses in respect of, or otherwise deal with any such trademarks, patents, licenses, processes

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and the like, or any such property or rights, and, further, to purchase, acquire, apply for, register, secure, hold, own, or sell, or otherwise dispose of any and all copyrights, trademarks, trade names, and distinctive marks.

(r) To carry on any other business, whether manufacturing or otherwise, which may seem to the Corporation capable of being conveniently carried on in connection with its business, or calculated directly or indirectly to enhance the value of or tender profitable any of the Corporation's property or rights.

(s) To do any and all things hereinbefore enumerated for itself or on account of others, and to make and perform contracts for doing any of said undertakings; to have and exercise all of the rights and powers now or hereafter conferred by the laws of the state of Florida, and to do any and all of the things hereinbefore enumerated to the same extent as natural persons might or could do.

(t) The foregoing enumerated objectives, purposes, and powers of the Corporation are not intended and shall not be construed or held to prohibit or limit the exercise of any other and further rights and powers which may now or hereafter be allowed or permitted by the laws of the State of Florida, and this Corporation shall have and exercise all other powers, rights, and privileges granted by the corporation laws of the State of Florida now in force, or any amendment or amendments thereto.

(u) The Corporation shall in addition have any and all powers and privileges granted to corporations generally under the laws of the State of Florida..

ARTICLE IV. STOCK

(a) CAPITAL STOCK

The total authorized capital stock of this Corporation shall consist of 100,000 shares of common stock having no par value. The initial stated capital shall be Ten Thousand and no/100ths (\$10,000.00) Dollars. The holders of such shares shall be treated in all respects as Shareholders in regular business corporations and their rights shall be determined by the Florida Law, subject only to: the Articles of Incorporation and By-Laws of this Corporation. It is specifically provided that the Shareholders of this Corporation and the Corporation itself may enter into agreements restricting the alienation of capital stock or providing for the redemption or purchase of such stock, as freely as they might with respect to capital stock of a regular business corporation, and any such agreements shall be deemed to be made pursuant to these Articles of Incorporation as fully as if stated in full herein. This provision specifically gives notice to third parties of any such agreements.

No Shareholder member of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares. This shall not preclude voting by proxy. No cumulative voting is permitted.

ARTICLE V. INITIAL OFFICERS AND DIRECTORS

The name and addresses of the Initial Officers and Directors of this Corporation are as follows:

Cynthia J. Kilgore

130 South Moon Avenue
Brandon, Florida 33511-5110

ARTICLE VI. REGISTERED AGENT AND OFFICE

In compliance with Chapters 48 and 607, Florida Statutes, Qualimed Inc. does hereby designate Eric K. Allen of Allen & Bailey, P.A. as its registered agent, and 170 North Florida Avenue, Bartow, Florida 33830 as its registered office.

ARTICLE VII. INCORPORATORS AND SUBSCRIBERS

The names and post office addresses of the Incorporators and Subscribers to the Articles of Incorporation is as follows:

Cynthia J. Kilgore	130 South Moon Avenue Brandon, Florida 33511-5110
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ARTICLE VIII. EFFECTIVE DATE, EXECUTION DATE

Organization is effective March 13, 2001. These Articles are executed March 13, 2001.

ARTICLE IX. DURATION

The term of existence of this Corporation shall be perpetual.

ARTICLE X. MANAGEMENT AND CONTROL

(a) BY-LAWS

The Shareholders shall adopt By-laws governing the conduct of the Corporation. Voting and dispute resolution provisions shall be subject to any Shareholder Agreements dealing with the control and management of the Corporation's affairs.

(b) BOARD OF DIRECTORS

The conduct and management of the business of this Corporation shall be controlled by a Board of not less than one (1) and not more than three (3) Directors who shall be elected by the Shareholders from among the Shareholders. Majority voting shall control.

(c) **OFFICERS**

The Board of Directors shall elect officers, whose powers and duties shall be as set forth in the By-laws.

(d) **DISSOLUTION**

The Corporation shall exist in perpetuity notwithstanding the death, insanity, incompetency, conviction for felony, bankruptcy, resignation, withdrawal, transfer of shares, retirement or expulsion of any Shareholder.

The Corporation may, however, be dissolved by a two-thirds vote of Shareholders in the same manner as a regular business corporation.

ARTICLE XI. AMENDMENT

These Articles may be amended, altered, or supplemented at any time upon the affirmative vote of the holders of two-thirds of all outstanding shares, at any regular or special meeting called for such purpose.

ARTICLE XII. PARTIAL INVALIDITY

If any phrase, clause, sentence, paragraph, or provision of these Articles of Incorporation is found to be void or illegal, such partial invalidity shall not impair nor affect the remainder of these Articles, and the parties hereto agree to the validity and binding effect of the remainder of all provisions.

ARTICLE XIII. EXECUTION

IN WITNESS WHEREOF, the undersigned have, this 13th day of March, 2001, signed these Articles, agreeing thereby to become a Shareholder of the Corporation and, to abide by these Articles

Articles of Incorporation of QUALIMED, INC.

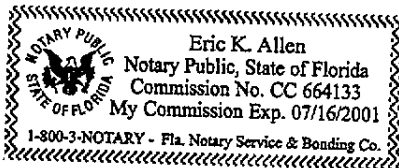
and all By-laws enacted hereunder.



Cynthia L. Kilgore

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

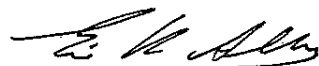
The foregoing Articles of Incorporation were acknowledged before me this 13th day of MARCH 2001, by Cynthia J. Kilgore, the person named in the foregoing Articles of Incorporation as Incorporators and Subscribers. Sworn to before me this 13th day of March, 2001.




Eric K. Allen
Notary Public, State of Florida
My Commission Expires: July 16, 2001

**ACKNOWLEDGMENT OF REGISTERED AGENT
FOR
QUALIMED INC.**

In compliance with Chapters 48 and 607, Florida Statutes and having been named as registered agent of the foregoing Qualimed Inc., I hereby accept and agree to act in this capacity and agree to comply with the laws of the State of Florida in all respects.


Eric K. Allen
Allen & Bailey, P.A.
170 North Florida Avenue
Bartow, Florida 33830

FILED
01 MAR 21 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA