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*****78.75 *****78.75

July 24, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

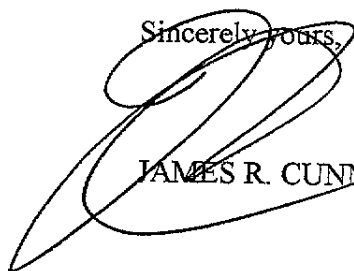
RE: New Corporation/Integrity Medical
Resources, Inc.

Dear Sir or Madam:

Please find enclosed an original Articles of Incorporation and a copy of the Articles of Incorporation for mailing back to this office, a check in the amount of \$78.75 for filing this new corporation.

Thank you.

Sincerely yours,



JAMES R. CUNNINGHAM

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ENCLOSURES
Divisionofcorporations2.doc

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS 7/30/01 ✓

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

INTEGRITY MEDICAL RESOURCES, INC.

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:

INTEGRITY MEDICAL RESOURCES, INC.

The address of the principal office of this corporation shall be 1309 East Robinson Street, Orlando, Florida 32801 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. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1309 East Robinson Street, Orlando, Florida 32801 and the name of the initial registered agent of the corporation at that address is Lawrence Shively.

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 be two Directors initially. The names and addresses of the initial Directors are:

Colleen Shively
1309 East Robinson Street, Orlando, Florida 32801

Lawrence Shively
1309 East Robinson Street, Orlando, Florida 32801

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation are:

Colleen Shively, President
1309 East Robinson Street, Orlando, Florida 32801

Lawrence Shively, Vice President & Treasurer
1309 East Robinson Street, Orlando, Florida 32801

or until their successors are elected.

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX. INCORPORATOR

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

Colleen Shively
1309 East Robinson Street
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned agent of Integrity Medical Resources, Inc., has hereunto set their hand and seal of Integrity Medical Resources, Inc., on July 23 2001.

INTEGRITY MEDICAL RESOURCES, INC.

By: 
Colleen Shively, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Integrity Medical Resources, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and 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.

INTEGRITY MEDICAL RESOURCES, INC.

By: 
Lawrence Shively, Registered Agent