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LAW OFFICES
RUSSO & MITCHELL
A PROFESSIONAL ASSOCIATION

JOE M. MITCHELL III., ESQ.
ANTHONY J. RUSSO, JR., ESQ. *
DOUGLASS A. KREIS, ESQ.
MICHAEL G. TREROTOLA, ESQ.
RUSSELL AXELROD, ESQ.ᵀ

OF COUNSEL
JOE M. MITCHELL, JR., ESQ.
TONINO SACCO, ESQ.+

7515 WEST OAKLAND PARK BLVD., SUITE 103
FORT LAUDERDALE, FLORIDA 33319
OFFICE (954) 747-9888
FAX (954) 747-4383

OFFICES IN:
BOCA RATON, FLORIDA
MELBOURNE, FLORIDA
JACKSONVILLE, FLORIDA
WHITESTONE, NEW YORK

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Friday, September 07, 2001

FILED
01 SEP 10 AM 10: 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
New Filings
409 East Gaines St.
Tallahassee, FL 32399

Re: ABZ Medical Articles of Incorporation.

Dear Department:

Enclosed please find the Articles of Incorporation for ABZ Medical, Inc. and 2 copies. Please certify the copies after you have processed the originals and return them in the SASE provided.

If there are any questions, please do not hesitate to call me at 954-747-9888

Very truly yours,

Joe M. Mitchell III
Attorney at Law

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ARTICLES OF INCORPORATION

OF

ABZ MEDICAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1- NAME

The name of the Corporation is ABZ MEDICAL, Inc.

ARTICLE 2- PURPOSE OF CORPORATION

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

ARTICLE 3-PRINCIPAL OFFICE

The address of the principal office of this Corporation is 7515 West Oakland Park Blvd., Suite 103 Ft. Lauderdale, FL 33319 and the mailing address is the same.

ARTICLE 4- INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Joe M. Mitchell, III
7515 West Oakland Park Blvd., Suite 103
Ft. Lauderdale, FL 33319

ARTICLE 5- OFFICERS

The officers of the Corporation shall be elected at the organizational meeting of the Corporation.

ARTICLE 6- DIRECTOR(S)

The Director(s) of the Corporation shall be elected at the organizational meeting of the Corporation.

ARTICLE 7- CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is (One Thousand (#1000) shares of common stock, each share having the par value of (One Dollar ($1.00)).

7.2 No Holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether or hereafter authorized, for such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8- SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each Share of stock issued by this Corporation shall contain the following legend:

> The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

ARTICLE 9- POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10- TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11- REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize ant equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12-REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 7515 West Oakland Park Blvd., Suite 103 Ft. Lauderdale, FL 33319. The name and address of the registered agent of this Corporation is Joe M. Mitchell, III 7515 West Oakland Park Blvd., Suite 103 Ft. Lauderdale, FL 33319.

ARTICLE 13- BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14-EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15-AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto granted subject to this reservation.

IN WITNESS WHEREOF, I hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 9th day of September, 2001.

Joe M. Mitchell, III

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Joe M. Mitchell, III 7515 West Oakland Park Blvd., Suite 103 Ft. Lauderdale, FL 33319 having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: [signature]

Joe M. Mitchell, III, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA