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**To:**

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Fax Number : (850)205-0381

**From:**

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A. (WPB)  
Account Number : 104075003305  
Phone : (561) 659-5990  
Fax Number : (561) 659-6313

**FLORIDA PROFIT CORPORATION OR P.A.**

**AssessMed USA Inc.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 0       |
| Page Count            | 04 (5)  |
| Estimated Charge      | \$78.75 |

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**ARTICLES OF INCORPORATION  
OF  
AssessMed USA Inc.**

**ARTICLE I**

**Name**

The name of the corporation is AssessMed USA Inc., and its principal business address is 301 Clematis Street, Suite 205, West Palm Beach, Florida 33401.

**ARTICLE II**

**Duration**

This corporation shall have perpetual existence.

**ARTICLE III**

**Purpose**

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those laws now exist or as they may hereafter provide.

**ARTICLE IV**

**Capital Stock**

This corporation is authorized to issue 10,000 shares of ten cents (\$0.10) par value common stock.

**ARTICLE V**

**Initial Registered Agent and Office**

The initial registered agent and the street address of the initial registered office of this corporation is Michael Coupland, 301 Clematis Street, Suite 205, West Palm Beach, Florida 33401.

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## ARTICLE VI

### Incorporators

The name and address of the person signing these articles is:

Michael Coupland, 301 Clematis Street, Suite 205, West Palm Beach, Florida 33401.

## ARTICLE VII

### Directors

The names and addresses of the initial directors of this corporation are:

Brian Sutherland, 301 Clematis Street, Suite 205, West Palm Beach, Florida 33401.

Jack Richman, 301 Clematis Street, Suite 205, West Palm Beach, Florida 33401.

Michael Coupland, 301 Clematis Street, Suite 205, West Palm Beach, Florida 33401.

Paul Rudzitis, 301 Clematis Street, Suite 205, West Palm Beach, Florida 33401.

## ARTICLE VIII

### Powers

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

## ARTICLE IX

### Indemnification

This corporation shall, to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

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ARTICLE X  
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XI  
Bylaws

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII  
Beginning of Corporate Existence

Corporate existence shall begin upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of October, 2001.

  
\_\_\_\_\_  
Michael Coupland

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STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Michael Coupland, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24<sup>th</sup> day of October, 2001.



KATHLEEN S. LOVSKA  
COMMISSION # CC737332  
EXPIRES MAY 31, 2002  
BONDED THROUGH  
ADVANTAGE NOTARY OF FLORIDA

Kathleen S. Loviska

Notary Public

Printed Name of Notary Public: KATHLEEN S. LOVSKA

Commission Number:

My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

Michael Coupland

Dated: October 19, 2001

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