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Oscar David Zelaya  
1901 N.W. So. River Drive  
Suite 52-E  
Miami, Florida 33125

October 7, 2002

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-10/15/02--01090--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

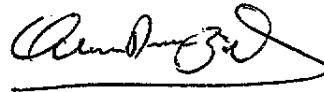
DEPARTMENT OF CORPORATIONS  
DEPARTMENT OF STATE  
PO BOX 6327  
TALLAHASSEE, FL 32314

**Re: OZ MEDICAL SERVICES, INC., a Florida corporation**

Enclosed please find an original and two copies of the Articles of Incorporation for OZ MEDICAL SERVICES, INC., along with a check in the sum of \$78.75.

Kindly mail the filed copy with document number to the above-captioned address in the enclosed, stamped, self-addressed envelope.

Very truly yours,



Oscar David Zelaya

/btg  
Enclosures

FILED  
2002 OCT 16 AM 10:30  
TALLAHASSEE, FLORIDA  
DEPT. OF STATE

10-17-02

**ARTICLES OF INCORPORATION**

**OF**

**OZ MEDICAL SERVICES, INC.**

FILED  
2002 OCT 16 AM 10:30  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation shall be **OZ MEDICAL SERVICES, INC.**

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Department of Corporations. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 100 shares of Capital Stock at \$1.00 (One Dollar) par value.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer

shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### **ARTICLE VII. INITIAL OFFICERS**

The number of directors on this corporation's Initial Officers shall be 1. The number of officers may be increased or decreased from time to time, as provided in this corporation's by-laws, but shall never be less than one. There will be no board of directors at the present time.

The name and address of each individual who shall serve as a member of the Initial officers are:

##### **President**

Oscar David Zelaya  
1901 N.W. So. River Drive, Suite 52-E  
Miami, Florida 33125

##### **Vice-President**

Oscar David Zelaya  
1901 N.W. So. River Drive, Suite 52-E  
Miami, Florida 33125

**Secretary**

Oscar David Zelaya  
1901 N.W. So. River Drive, Suite 52-E  
Miami, Florida 33125

**Treasurer**

Oscar David Zelaya  
1901 N.W. So. River Drive, Suite 52-E  
Miami, Florida 33125

**ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the physical address of this corporation's initial registered office shall be: 1901 N.W. South River Drive, Suite 52-E, Miami, Florida 33125. The name of the individual who shall serve as this corporation's initial registered agent at that address is: OSCAR DAVID ZELAYA.

**ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator is:

Oscar David Zelaya  
1901 N.W. South River Drive, Suite Suite 52-E  
Miami, Florida 33125

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
\_\_\_\_\_  
Oscar David Zelaya, Incorporator

I hereby accept my designation as registered agent and agree to serve as the resident agent of OZ MEDICAL SERVICES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for OZ MEDICAL SERVICES, INC.

  
Oscar David Zelaya  
Registered Agent

STATE OF FLORIDA     )  
                                  ) ss  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared OSCAR DAVID ZELAYA, who produced 701 as identification and known to be the individual and Incorporator of the Articles of Incorporation described herein and who executed the foregoing instrument and acknowledged to me that she executed the same freely and voluntarily for the uses and purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami-Dade County, Florida, this 8<sup>th</sup> day of October, 2002



NOTARY PUBLIC  
State of Florida - At Large  
Beatriz Guerra  
MY COMMISSION # 00010134 EXPIRES  
March 18, 2005  
BONDED THROUGH TROY PARK INSURANCE, INC.

My Commission Expires: