

Requester's Name
Address
PO2000 117524



Office Use Only

R(S), (if known):

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****78.75 ****78.75

- 1. _____
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

W02-20375

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 22, 2002

ULTRA-SONIX, INC.
1950 LEE RD STE 209
WINTER PARK, FL 32789

SUBJECT: ULTRA-SONIX, INC.
Ref. Number: W02000030375

We have received your document for ULTRA-SONIX, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 002A00058364

**CERTIFICATE OF INCORPORATION
OF
ULTRA-SONIX, INC.**

FIRST: - The name of the corporation is Ultra-Sonix, Inc.

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SECOND: - The address in this state of the corporation's principal office is, 1950 Lee Road, Suite 209, Winter Park, Florida 32789. The name of its resident agent is Silvia De Jesus, whose address is 2025 Schoharie Court, Orlando, FL 32817.

THIRD: - The nature of the business of purposes to be conducted or promoted by the corporation is:

- a) The principal corporate purpose will be Diagnostic Imaging.
- b) To provide, manage, and implement technical and professional ultrasound services to individuals.
- c) To enter into and in the production of any and all kinds of technical and professional training programs related to ultrasound services.
- d) To own, establish, operate and manage any business incidental or necessary to accomplish any and all acts and operations necessary, convenient or proper to all the objectives or purpose mentioned above.
- e) To enter into any type of contract in order to accomplish the objectives or purposes herein mentioned.
- f) To exercise all other powers presently or hereafter conferred by law with no other limitations than those imposed by the laws of the State of Florida.

- g) To acquire, own and dispose of rights privileges permits and franchises convenient for any of the purposes of its business.
- h) To acquire, hold and dispose of shares of its own capital stock and rights thereto.
- i) To carry on any other business in connection with any of the aforesaid purposes for which a corporation may be formed under the provisions of the Florida Business Corporation Act
- j) To carry out all or any part of the foregoing objects as principal or agent, or in conjunction with any other person, firm, association or corporation, and in any part of the world to the same extent and as fully as natural persons might or could do.
- k) The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause in this Certificate of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.
- l) To buy and/or lease any and all equipment needed to render the services for which this corporation was created.
- m) To buy and/or rent any property or office space for any of the purposes of this corporation.
- n) To carry out all or any part of the foregoing objects as principal or agent, or in conjunction with any other person, firm, association or corporation, and in any part of the world to the same extent and as fully as natural persons might or could do.

- o) To engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act, other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the Florida Business Corporation Act.

FOURTH: - The corporation is authorized to borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest hereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

FIFTH: - In general, the corporation shall possess and exercise all the powers and privileges granted by the Florida Business Corporation Act and by this Certificate of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

SIXTH: - The business and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no way limited or restricted by reference from, the terms of any other clause in this Certificate

of Incorporation, but the business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business and purposes.

SEVENTH: - This corporation is authorized to issue only one class of shares, which shall be designated common stock. The capital stock of the corporation shall consist of One Thousand (1,000) shares of common stocks with a par value of ONE DOLLAR (\$1.00) per share.

EIGHT: - The paid capital of the corporation will be ONE THOUSAND DOLLARS (\$1000.00), with which it will commence its operations.

NINTH: - The corporation shall not have more than **SEVENTY-FIVE (75) SHAREHOLDERS.**

TENTH: - The name and mailing address of each incorporator is as follows:

1. CLM Group, Inc. 1170 S. Semoran Blvd, Suite E, Orlando, FL 32808
2. Tammy Hilton P.O. Box 1581, Winter Park, FL 32789-1581
3. Michael Fox P.O. Box 1581, Winter Park, FL 32789-1581

ELEVENTH: - The corporation is to have perpetual existence, and is to be carried out for pecuniary profit.

TWELFTH: - Election of Directors or Officers need not be by ballot.

THIRTEENTH: - In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1. To make, alter or repeal the by- laws of the corporation.

2. To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.
3. To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it were created.
4. When and as authorized by the affirmative vote of the holders of a majority of the stock, issued and outstanding, having voting power, given at a stockholders meeting duly called upon such notice as is required by statute, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities, of any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

FOURTEENTH: - The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law and the corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under Florida law.

FIFTEENTH: - The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of the stock of the corporation which are fixed by the Certificate of Incorporation and any express grant of authority to the Board of Directors to fix by resolution or resolutions the designations and the powers, preferences and rights, and

the qualifications, limitations and restrictions thereof of the classes, if more than one class be herein authorized, of stock of the corporation are as follows:

STOCKHOLDER'S PRE-EMPTIVE RIGHTS

a) All stockholders who wish to sell or transfer their shares will have to offer said shares on a pro rata basis to the stockholders in record, registered as such, in relation to their present holdings, giving them Thirty (30) consecutive calendar days to purchase through certified mail, return receipt requested. In the event that none of the stockholders are able or willing to purchase any or all of the said shares, then the seller will be free to sell the shares to the public.

b) The holders of the common stock of the corporation shall be entitled to a pre-emptive right to subscribe for or purchase, in the proportions which their holdings of common stock bear to the outstanding common stock, any shares of the common stock they hold, issued in addition to the shares authorized in this original Certificate of Incorporation, regardless of whether such additional shares are issued for cash or for property. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of notice in writing through certified mail by the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights.

IN WITNESS WHEREOF, the undersigned, being all the persons named above as the initial directors, have executed these Articles of Incorporation.

Dated: 9/1/02

Shirley Jones President

CLM Group, Inc.
1170 S. Semoran Blvd., Suite E, Orlando, FL 32807

Tammie Hilton
P.O. Box 1581, Winter Park, FL 32789-1581

Michael Fox
P.O. Box 1581, Winter Park, FL 32789-1581

Written Acceptance by Registered Agent

I, Silvia DeJesus, hereby agree that I am familiar with and accept the duties and responsibilities as Registered Agent for Ultra-Sonix, Inc.

Date: 10/1/02

Silvia DeJesus

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