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TALLAHASSEE, FL 32301

3/16/05  
SM

MARCH 4<sup>th</sup>, 2005

JOANIE B. BOWES  
7377 NW 47<sup>TH</sup> PLACE  
LAUDERHILL, FL 33319

Sir / Madam,

Enclosed please find the articles of incorporation for NUCARE  
MEDICAL CONSULTANTS Inc.

In addition enclosed is a check in the amount of \$87.50 that recognizes the cost for the  
articles for registered agent and all other attendant fees for the above stated corporation.

A handwritten signature in dark ink, appearing to read "Joanie B. Bowes", with a horizontal line drawn underneath it.

Joanie B. Bowes

# ARTICLES OF INCORPORATION

## ARTICLE 1 - NAME

The Name of this corporation is NUCARE MEDICAL CONSULTANTS, INC.

## ARTICLE 11 - DURATION

This corporation shall have perpetual existence commencing on the date of this the filing of these articles with the Department Of State.

## ARTICLE 111 - PURPOSE

The nature of business and the objects and purpose proposed to be transacted, promoted and carried on, are to do with any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world.

Viz: "The purpose of this corporation is to engage in any act or activity for which corporations may be organized under the laws of the United States and the of the State of Florida.

## ARTICLE 1V - CAPITAL STOCK

The amount of the authorized capital common stock of the corporation is divided into 100 (one Hundred) shares having a par value of \$5.00 per share. These common stocks shall be designated as "common shares".

## ARTICLE V - PRE-EMPTRIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the rights to purchase his pro rata share thereof (as nearly as many are done without issuance of fractional shares) at the price at which it was offered.

## ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is : 4482 NW 99TH WAY, SUNRISE, FLORIDA 33351

THE CORPORATE MAILING ADDRESS SHALL BE THE SAME

And the name of the initial registered agent of this corporation at the address is: COLLIN H. HAYLES.

## ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these articles are:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JOANIE B. BOWES  
7377 NW 47 PL  
LAUDERHILL, FLORIDA, 33319

COLLIN H. HAYLES  
4482 NW 99<sup>TH</sup> WAY  
SUNRISE, FLORIDA, 33351

#### ARTICLE VII – INITIAL BOARD OF DIRECTORS

The powers of the incorporator(s) are terminated upon filing of the certificate of Incorporation, and the Corporation shall have two (2) directors to hold office until the first annual meeting of the stock holders, and his/her successor shall have been duly elected and qualified or until his/her earlier resignation, removal from office or death. The number of Directors may be increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Directors are:

JOANIE BOWES *PRESIDENT*  
7377 NW 47 PL  
LAUDERHILL, FLORIDA, 33319

COLLIN HAYLES *VICE PRESIDENT*  
4482 NW 99<sup>TH</sup> WAY  
SUNRISE, FLORIDA, 33351

#### ARTICLE IX – INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent of the law.

#### ARTICLE X – AMENDMENT

The Directors shall have power to amend or appeal any provision contained in these Articles Of Incorporation, to make and to alter and amend the By-Laws, to fix the amount to be reserved as working capital and the authorize and cause to be executed, mortgages and liens without limits as to the amount, upon the property and franchise of the corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of the corporation.

The By-Laws shall determine whether or to what extent of the accounts and books of this corporation or any of them shall be opened for inspection of the stockholders, and no stockholder shall have the rights of inspecting any account, or book or document of this Corporation, except as otherwise required by the By-Laws, or resolution of the stockholders.

The stockholders and Directors shall have power to hold their meetings and keep the books, documents and papers of the Corporation outside of the State of Florida, at such

places as may from time to time be designated by the By-Laws or by resolution of the stockholders of Directors except as otherwise required by the laws of the state of Florida.

It is the intention that the objects, purposes and powers specified in article III hereof shall except where otherwise in said article, be no wise limited or restricted by references Articles to or inference from the terms of any clause or Article in this Article of Incorporation., but that the objects, purposes and powers specified in Article III and in each clauses of Articles of this charter shall be regarded as independent objects, purposes and powers.

IN WITNESS WHEREOF WE. The undersigned Incorporators competent to contract, for the purpose of forming a Corporation under the laws of the State Of Florida, do make, file and record these Articles of Incorporation and do certify that the facts are true, and we have accordingly hereunto set our hands and seals this 4<sup>th</sup> Day of MARCH 2004 A.D.

Joanie B. Bowes

Collin Hayles

STATE OF FLORIDA  
COUNTY OF BROWARD

Before me, the undersigned Notary Public of the State of Florida, Personally appeared: JOANIE B.BOWES; COLLIN H. HAYLES known to the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purpose herein expressed.

Witness my hand and official seal the 4<sup>th</sup> day of MARCH, 2004 A.D.

George R. Hyman  
Notary Public  
State Of Florida at large



GEORGE R. HYMAN  
MY COMMISSION # DD 292487  
EXPIRES: June 18, 2008  
Bonded Thru Budget Notary Services

## **CERTIFICATION OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the State Of Florida, submits the following statement in designating the registered office / registered agent, in the State Of Florida.

1. The name of the corporation is :  
  
NUCARE MEDICAL CONSULTING INC.
2. The name and address of the registered agent and office is :  
COLLIN H. HAYLES

4482 NW 99<sup>TH</sup> WAY  
SUNRISE, FLORIDA 33351

Having been named as registered agent and to accept service for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

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COLLIN H. HAYLES

STATE OF FLORIDA

County of Broward

Before me the undersigned Notary public of the State Of Florida personally appeared COLLIN H. HAYLES known to be the individual described in / and who acknowledged before me that he executed the same, freely and voluntarily for the purpose therein expressed.

Witness my hand and official seal this 4<sup>th</sup> day of MARCH

  
NOTARY PUBLIC  
STATE OF FLORIDA

My Commission expires: 06-18-2008



GEORGE R. HYMAN  
MY COMMISSION # DD 292487  
EXPIRES: June 18, 2008  
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