

FROM

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

IST Medical Group, Inc.

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SECRETARY OF STATE
CORPORATION DIVISION

4-13-05

FROM

(TUE) 4.12.05 11:43/ST. 11:42/NO. 4863333788 P 2

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**ARTICLES OF INCORPORATION
OF
IST MEDICAL GROUP, INC.**

THE UNDERSIGNED, acting as sole incorporator of IST MEDICAL GROUP, INC. (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation, pursuant to Section 607.0201 of the FBCA:

ARTICLE 1

Name

The name of the Corporation is: IST MEDICAL GROUP, INC.

ARTICLE 2

Purpose

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

ARTICLE 3

Principal Office and Mailing Address

The address of the Principal Office of the Corporation is 100 North Tampa Street, Suite 2410, Tampa, Florida 33602 and its mailing address is 100 North Tampa Street, Suite 2410, Tampa, Florida 33602. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

ARTICLE 4

Capital Stock

The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 100,000 shares, all of which shares shall be voting Common Stock having a par value of \$0.001 per share, designated "Common Stock." Pursuant to Section 607.0602 of the FBCA, the Board of Directors is authorized, without the approval of the shareholders of the Corporation, to (a) provide for the classification and reclassification of any unissued shares of common stock and determine the preferences, limitations, and relative rights thereof and (b) issue common stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the FBCA.

ARTICLE 5

Shareholder Action

Except as otherwise required by the FBCA, an affirmative vote of greater than fifty percent (50%) of the shares of Voting Common Stock of the Corporation shall be required for any Shareholder action.

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CLERK OF DISTRICT COURT
JUDICIAL DISTRICT NO. 1
TAMPA, FLORIDA

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(TUE) 4.12'05.11:43/ST.11:42/NO.4863333788 P 3

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ARTICLE 6
Board of Directors

There shall initially be two (2) members of the Board of Directors, who shall serve until the first meeting of the shareholders of the Corporation. The initial members of the Board of Directors are as follows:

Christopher J. Floyd
100 North Tampa Street, Suite 2410
Tampa, Florida 33602

Peter M. Peterson
100 North Tampa Street, Suite 2410
Tampa, Florida 33602

Thereafter, the number of directors of the Corporation may be fixed in accordance with the Bylaws of the Corporation.


ARTICLE 7
Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the initial Registered Agent at such address is F & L Corp.

ARTICLE 8
Incorporator

The name and address of the sole Incorporator of the Corporation is: Curt P. Creely, Foley & Lardner LLP, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator this 12th day of April, 2005.



Curt P. Creely, Incorporator

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ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, having been named in the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED this 12th day of April, 2005.

F & L CORP.

By: 

Name: Martin A. Traber

Title: Vice President

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