

01-20-2006 10:02

From: STRAWN & MONAGHAN & CO.

561 278-8462

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**P06000009184**

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : STRAWN & MONAGHAN, P.A.  
Account Number : 076215000176  
Phone : (561) 278-9400  
Fax Number : (561) 278-9462

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**United Dialysis, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	03
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Corporate Filing Menu

Help

UNITED DIALYSIS, INC.  
2900 North Military Trail, Suite 195  
Boca Raton, FL 33481-2302

January 9, 2006

**VIA FACSIMILE**

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: United Dialysis, Inc.: Your Reference #W0600000948**

Dear Sir or Madam:

This letter authorizes the use of the name "United Dialysis, Inc." with reference to the Articles of Incorporation filed with your office on January 5, 2006 (the "New Corporation") in accordance with your letter to Strawn & Monaghan, P.A., dated January 9, 2006, a copy of which is enclosed.

I am the principal of the New Corporation and was also a principal of the original corporation which was dissolved on January 5, 2006. I have no intention of revoking the dissolution and, therefore, release the name for use by the New Corporation (Reference Number W0600000948).

If you need any additional information, please contact my attorney, Timothy E. Monaghan, at 561-278-9400.

Very truly yours,



Craig L. Stemmer, M.D.  
Former President and Director  
Of the dissolved United Dialysis, Inc.

Enclosure

01-19-2006 13:01:00 United Dialysis, Inc. 0301 Dept. State Ltr authorize use name.wpd



January 9, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

STRAWN & MONAGHAN, P.A.

SUBJECT: UNITED DIALYSIS, INC.  
REF: W06000000948

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation. The name of a voluntarily dissolved corporation is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved corporation provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap  
Regulatory Specialist  
New Filing Section

FAX Aud. #: W060000004554  
Letter Number: 306A00001428

H06000004554 3

ARTICLES OF INCORPORATION  
OF  
UNITED DIALYSIS, INC.

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06 JAN 20 PM 2:15  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is UNITED DIALYSIS, INC.

Article II - Effective Date and Duration

This corporation shall begin existence as of the date of filing with the Secretary of State and continue perpetually unless dissolved.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

Article IV - Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock, consisting of one class, with a par value of \$1.00.

Article V - Preemptive Right

The shareholders of this corporation, having the same kind, class or series of stock, shall have the preemptive right to purchase, at the price which it is offered to others, a pro rata share (as nearly as may be done without issuance of fractional shares) of unissued or treasury shares of the corporation; or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Article VI - Incorporator

The name of and address of the incorporator of this corporation is as follows:

Timothy E. Monaghan, Esq.  
54 N.E. 4th Avenue  
Delray Beach, FL 3384

TIMOTHY E. MONAGHAN, ESQ.  
STRAWN MONAGHAN & COHEN, P.A.  
54 N. E. 4TH AVENUE  
DELRAY BEACH, FL 33483  
(561) 278-9400  
FLA. BAR NO. 689871

H06000004554 3

H06000004554 3

Article VII - Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time through Bylaws adopted by the shareholders, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

Craig L. Stemmer, M.D.  
2900 North Military Trail, Suite 196  
Boca Raton, FL 33481-2302

Article VIII - Principal Place of Business

The principal place of business of this corporation shall be 2900 North Military Trail, Suite 195, Boca Raton, FL 33431. The Board of Directors may from time to time move the place of business of this corporation.

Article IX - Registered Agent,  
Registered Office and Mailing Address

The Registered Agent for service of process of this corporation, who shall serve until removed by the Board of Directors, is Timothy E. Monaghan, Esq., Strawn, Monaghan & Cohen, P.A.

The initial street address of the Registered Office of this corporation in the State of Florida shall be 54 N.E. 4<sup>th</sup> Avenue, Delray Beach, FL 33483. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

The mailing address of this corporation shall be 54 N.E. 4th Avenue, Delray Beach, FL 33483.

Article X - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders; except those Bylaws that may be adopted by the shareholders, and designated as such, shall not be altered, amended or repealed by the Directors.

Article XI. - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

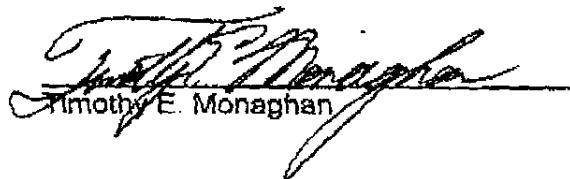
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Article XII - Indemnification

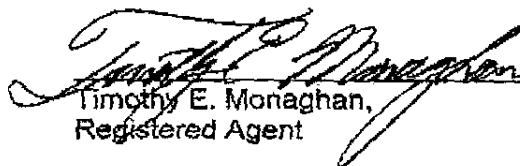
The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law for all acts performed or failed to be performed, in good faith within the scope of his/her duties on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the purpose of forming a corporation to do business under the laws of the State of Florida, this 6th day of January, 2006.

  
Timothy E. Monaghan

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as the Registered Agent in Article IX of these Articles of Incorporation, hereby accepts the appointment as such Registered Agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act.

  
Timothy E. Monaghan,  
Registered Agent

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CLERK OF STATE

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