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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**medical insights international incorporated**

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ARTICLES OF INCORPORATION

OF

MEDICAL INSIGHTS INTERNATIONAL INCORPORATED

I, the undersigned, being over the age of eighteen (18) years, a citizen of the United States of America, and competent to contract, hereby present these Articles for the formation of a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be:

MEDICAL INSIGHTS INTERNATIONAL INCORPORATED

ARTICLE II

The general nature of this business or businesses to be transacted by this Corporation will be:

(1) To operate consulting and educational programs related to medical tourism/medical travel.

(2) To act as agent or representative of corporations, firms, individuals, and governments.

(3) To make and enter into all kinds of contracts, agreements and obligations by or with any person or persons, corporation or corporations, for the purchasing, acquiring, holding, manufacturing and selling or otherwise disposing of, either as a principal or agent, upon commission or otherwise, any articles of personal property whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom or incidental thereto, and any and all acts proper or necessary for the purposes of the business.

Penn B. Chabrow, Esquire  
Florida Bar Number 141483  
WAMPLER, BUCHANAN, WALKER,  
CHABROW, BANCIELLA & STANLEY, P.A.  
Suite 1700, SunTrust International Center  
One Southeast Third Avenue  
Miami, Florida 33131  
Phone: (305) 677-0044  
Facsimile: (305) 677-8545

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TALLAHASSEE, FLORIDA

(4) To carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by merchants, commission men, factors, importers and manufacturers' agents and, in the course of such business, to draw, accept, endorse, acquire and sell all or any negotiable or transferable instruments and securities.

(5) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges, or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or any other lawful objects.

(6) To guarantee, purchase, hold, sell, transfer, assign, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities or evidences of indebtedness of, a corporation created by any other state or government, and, while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote thereon.

(7) To purchase, hold, sell, and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon, directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote.

(8) To purchase or otherwise acquire, directly and/or through ownership of stock of any corporation, all or any part of the business, good will, rights, property and assets of all kinds, of any corporation, association, partnership or individual, and to pay for the same in cash, with the stock of this corporation, bonds, or otherwise, and to hold or in any manner dispose of the whole or any part of the business so acquired, provided that such business is not a prohibited exercise of its corporate power, and to exercise all the powers necessary or convenient in or about the conduct and management of such business.

(9) To buy and otherwise acquire, sell, produce, manufacture and dispose of all kinds of raw or finished materials, merchandise, commodities, machinery, tools and products, including, but not limited to, any and all of the foregoing items required for the above.

(10) To acquire or rent, lease, improve and convey lands and lands under water and riparian, dock and maritime rights, to construct docks, drydocks, wharves, piers, basins, derricks, elevators, warehouses, manufactories, stores, shops, tracks and other structures thereon; and to rent, lease and convey the same; to buy, sell, store, manufacture, import and export merchandise, machinery and products; to build, own, repair and charter ships and vessels and afford them dockage; to commission, own, buy and sell such ships and vessels, and generally to carry on a land improvement, real estate, dock, shipping and merchandise business.

Without limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation shall have power in carrying on its business or for the purpose of attainment of any of the objects hereinabove mentioned, to make and perform contracts of any kind and description and do any and all other acts and things and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations formed under the pertinent Statutes of the State of Florida which a co-partnership or natural person could do and exercise and which are now or hereafter may be authorized by law; but it is expressly provided that nothing in this certificate contained shall confer upon the Corporation any power requiring the exercise of the right of eminent domain.

#### **ARTICLE III**

**STOCK.** The maximum number of shares authorized at any one time shall be ONE THOUSAND (1,000) SHARES at a par value of ONE (\$1.00) DOLLAR per share.

#### **ARTICLE IV**

**CAPITAL.** The Corporation shall begin business with not less than the sum of ONE THOUSAND (\$1,000.00) DOLLARS.

#### **ARTICLE V**

**CORPORATE EXISTENCE.** The Corporation shall have perpetual existence and shall commence business on the filing of these Articles of Incorporation.

#### **ARTICLE VI**

**PRINCIPAL OFFICE ADDRESS.** The principal office or place of business of the corporation shall be: 717 Golden Farm Way, Canton, Georgia 30114, but its mailing

address is: P.O. Box 639, Lebanon, Georgia 30146, or such other places as may be designated by the Board of Directors.

#### **ARTICLE VII**

**REGISTERED AGENT AND REGISTERED OFFICER.** The registered office for the corporation and the registered agent for the Corporation are as follows:

PENN B. CHABROW, ESQUIRE  
WAMPLER, BUCHANAN, WALKER, CHABROW, BANCIELLA & STANLEY, P.A.  
Suite 1700, SunTrust International Center  
One Southeast Third Avenue  
Miami, Florida 33131

#### **ARTICLE VIII**

**NUMBER OF DIRECTORS.** The number of Directors shall be not less than one (1) nor more than three (3), the presence of a majority of whom in person or by proxy shall be required in order to constitute a quorum at any meeting of the Board of Directors

#### **ARTICLE IX**

**NAMES AND ADDRESSES OF DIRECTOR.** The names and addresses of the members of the First Board of Directors of the Corporation are as follows:

|                              |  |
|------------------------------|--|
| MICHAEL D. HOROWITZ, MD, MBA | P.O. Box 639<br>Lebanon, Georgia 30146 |
|------------------------------|--|

#### **ARTICLE X**

**OFFICERS.** The names and addresses of the officers of the Corporation are as follows:

|                                |  |
|--------------------------------|--|
| President/Secretary/Treasurer: | MICHAEL D. HOROWITZ, MD, MBA<br>P.O. Box 639<br>Lebanon, Georgia 30146 |
|--------------------------------|--|

## **ARTICLE XI**

**NAMES AND ADDRESSES OF INCORPORATORS AND SUBSCRIBERS.** The names and addresses of the Incorporators to these Articles of Incorporation, and the number of shares of stock which they agree to take, are as follows:

| <b><u>NAME</u></b>           | <b><u>ADDRESS</u></b>                  | <b><u>NUMBER OF SHARES</u></b> |
|------------------------------|--|--------------------------------|
| MICHAEL D. HOROWITZ, MD, MBA | P.O. Box 639<br>Lebanon, Georgia 30146 | 1,000                          |

The proceeds of the stock subscribed for will amount to at least ONE THOUSAND AND NO/100 (\$1,000.00) DOLLARS.

## **ARTICLE XII**

**PREEMPTIVE RIGHTS.** Every shareholder, upon the sale for cash of any net stock of this Corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE XIII**

**BYLAWS.** The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

## **ARTICLE XIV**

**INDEMNIFICATION.** (a) The Corporation shall indemnify any person made a party to any action by or in the right of the Corporation to procure a judgment in its favor by reason of their being or having been a director or officer of the Corporation, or any other corporation which they served as such at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred in

connection with the defense or settlement of such action, or in connection with any appeal therein, except in relation to matters as to which such director or officer is adjudged to have been guilty of gross negligence or misconduct in performance of his or her duty to the Corporation.

(b) The Corporation shall indemnify any person made a party to an action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his or her capacity of director or officer of the Corporation, or of any other corporation which they served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any civil or criminal action, suit or proceeding by judgment, settlement, or upon a plea of nolo contendere shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he or she had reasonable grounds for belief that such action was unlawful.

(c) Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled under any Bylaws, agreement, vote of stockholders or otherwise.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation in Cherokee County, Georgia, for the uses and purposes aforesaid, this 4<sup>th</sup> day of January, 2008.

  
MICHAEL D. HOROWITZ, M.D., MBA  
Incorporator

STATE OF GEORGIA

COUNTY OF Cherokee

SS.

BEFORE ME, the undersigned authority, personally appeared MICHAEL D. HOROWITZ, M.D., to me well known or identified to me by a valid driver's license to be the person described in and who subscribed the above and foregoing Articles of Incorporation; and she freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 4<sup>th</sup> day of January, 2008.

My Commission Expires: 6/6/11



  
Notary Public, State of Georgia



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**STATE OF FLORIDA**

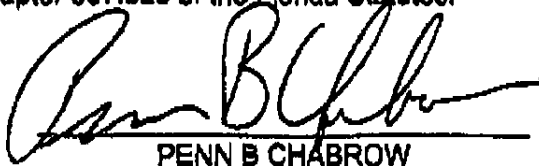
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

The Incorporation of MEDICAL INSIGHTS INTERNATIONAL INCORPORATED, in accordance with Chapter 617.0501, Florida Statutes, hereby designates its place of business for the service of process and agent upon whom process may be served as follows:

THAT, MEDICAL INSIGHTS INTERNATIONAL INCORPORATED, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation located in Cherokee County, State of Georgia, herein designates and names PENN B. CHABROW, ESQUIRE, whose address is Suite 1700, SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, as its agent to accept service of process within this state.

**ACCEPTANCE:**

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office, and I accept the obligations of Chapter 607.325 of the Florida Statutes.

  
PENN B CHABROW

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