

P080000 80753

(Requestor's Name)



Mr. Joseph A. McCabe  
P.O. Box 101243  
Cape Coral, FL 33910

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

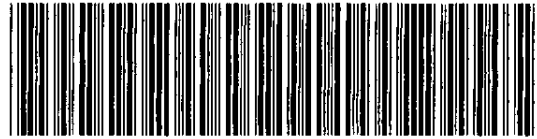
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

EFFECTIVE DATE 8/27/08

MRS  
9/3

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

**SUBJECT:** Encore Medical Imaging, Inc.  
**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Joseph A McCabe  
Name (Printed or typed)

2817 SE 8th Place  
Address

Cape Coral, FL 33904  
City, State & Zip

239 573-1502  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**Articles of Incorporation**  
**Encore Medical Imaging, Inc.**

By the following proposed Articles of Incorporation, the undersigned does hereby declare their intent to form a corporation under the laws of the State of Florida providing for the formation, rights, liabilities, privileges and immunities for profit.

**Article I – Name**

The name of the corporation shall be:

**Encore Medical Imaging, Inc.**

**Article II – Duration**

The corporate existence of the Corporation commences of the date of subscription and acknowledgment and shall continue perpetually.

**Article III – Purpose**

The purpose of this corporation is to engage in the transaction of any or all lawful business for while corporation may be incorporated under the laws of the United States and of the State of Florida , but not limited to the following:

- To establish a corporation for the purpose of buying, refurbishing, selling and servicing CT Scanners to physicians, medical centers and hospitals.
- To have one or more offices to conduct its business an promote its objects within and without the State of Florida, in other States, the District of Columbia, the territories, possessions and dependencies to the United States and in Foreign Countries, without restrictions as to place or amount.
- To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements.
- To do and everything necessary and proper for the accomplishment of any of the purposes of or in furtherance of any of the powers enumerated in these Articles of *Incorporation or an amendment hereof, or necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee, or otherwise and in general. either alone or in association with other corporations, firms or individuals to carry on any lawful business necessary or incidental to the accomplishment or in furtherance of the purposes of the corporation, whether or not such business is similar in nature to the purposes set forth in these Articles of Incorporation or any amendment hereof.*

**Article IV – Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is two hundred (200) shares of common stock, each share having a par value of One (1.00) Dollar.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 8/27/08

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article V – Preemptive Rights**

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

**Article V – Additional Rights & Constraints of Stockholders**

- Provides a framework for the settlement of disputes between shareholders.
- Prevents a shareholder from selling his stock to a third party *without first offering it to existing shareholders.*
- Provides a framework for the purchase of stock by the remaining shareholders in the event a shareholder dies, or becomes disabled.
- Prevents a shareholder from competing against the corporation both now and as an ex-shareholder for a stated period of time.
- Requires shareholders to maintain the confidentiality of all customer names and other corporation records.
- Prevents a shareholder from impairing the goodwill of the corporation.
- Prevents a shareholder from soliciting customers of the corporation except for the corporation's business.

**Article VI – Address**

2817 SE 8<sup>th</sup> Place  
Cape Coral , FL 33904

The mailing address is:

PO Box 101243  
Cape Coral , FL 33910

The name of the initial registered agent as such address is Joseph A. McCabe

**Article VII – Directors**

The corporation shall consist of (1) Director. The name and address of the Board of Directors is:

Joseph A. McCabe  
2817 SE 8<sup>th</sup> Place  
Cape Coral , FL 33904

The number of Directors may be increase or diminished from time to time by the by-laws.

**Article VIII – Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

**Article IX – Incorporator**

The name and address of the incorporator of the Corporation is as follows:

Joseph A. McCabe  
2817 SE 8<sup>th</sup> Place  
Cape Coral , FL 33904

IN WITNESS WHEREOF, The Undersigned Incorporator has executed the foregoing  
Articles of Incorporation this Day of August, 2008.

STATE OF FLORIDA :

: SS

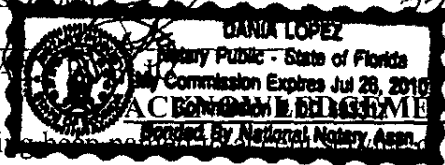
COUNTY OF LEE

BEFORE ME personally appeared Joseph A. McCabe to me is well know to me to be the  
individual described in and who executed the foregoing Articles of Incorporation and he  
has acknowledged before me that he executed the same for the purpose thereto expressed.

WITNESS MY HAND and official seal in the County and State name above this Day of  
August, 2008

*27 August 2008*

NOTA



**ACCEPTANCE OF REGISTERED AGENT**

Having been requested in the process for the above stated Corporation, at the  
place designated in the Articles of Incorporation, I hereby agree to act in this capacity,  
and I further agree to comply with the provisions of all statues relative to the proper and  
complete performance of my duties.

Dated: *Joseph A. McCabe*  
Joseph A. McCabe  
Registered Agent  
Incorporator

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA