

Klancke & Cook, Attorneys at Law

(303) 584-0500

P95000001479

January 3, 1995

EFFECTIVE DATE

1-1-95

Florida Department of State
CORPORATIONS DIVISION
409 E. Gaines Street
Tallahassee, Florida 32399

200001369902

-01/04/95--01163--003

*****78.75 *****78.75

Re: FLORIDA LIPID ASSOCIATES INCORPORATED

Dear Madam/Sir:

Enclosed for filing please find an original, and one copy, of Articles of Incorporation for Florida Lipid Associates Incorporated. Also enclosed is a check in the amount of \$78.75 for the filing fee and certificate of incorporation.

Thank you for your attention to this matter.

Yours truly,


JILL KLANCKE

JK/tm

Enclosures

cc: Kim Klancke

Be 1-6-95
FILED
JULY-4 PM 12:42
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLORIDA LIPID ASSOCIATES INCORPORATED

FILED
95 JUN -4 PM 12:42
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I: NAME

EFFECTIVE DATE

1-1-95

The name of the corporation is FLORIDA LIPID ASSOCIATES INCORPORATED.

ARTICLE II: EFFECTIVE DATE AND DURATION

The corporation shall be effective as of January 1, 1995. The period of duration of the corporation is perpetual.

ARTICLE III: PURPOSE

The purpose for which the corporation is organized is to participate in medical information and education services and to otherwise transact any lawful business or businesses for which corporations may be incorporated pursuant to the Florida Business Corporation Act.

ARTICLE IV: POWERS

The corporation shall have, and may exercise, all powers and rights granted or otherwise provided for by the Florida Corporation Act, including, but not limited to, all powers necessary or convenient to effect the corporation's purposes.

ARTICLE V: SHARES

A. Authorized Shares. The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares of common stock with no par value per share.

B. Transfer Restrictions. The corporation shall have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein. The board of directors is hereby authorized on behalf of the corporation to exercise the corporation's right so to impose such restrictions, whether by provision in the Bylaws or otherwise.

C. Cumulative Voting. Cumulative voting of shares in the election of directors is allowed.

D. Pre-emptive Rights. Shareholders of the corporation shall be entitled as of right to acquire additional unissued or treasury shares of the corporation or securities convertible into shares or carrying stock purchase warrants or privileges.

ARTICLE VI: PRINCIPAL OFFICE

The principal office and mailing address of the corporation shall be located at 1315 South Orange Avenue, Suite 3A, Orlando, Florida 32806.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 1315 South Orange Avenue, Suite 3A, Orlando, Florida 32806. The name of the corporation's initial registered agent at such address is Dr. Paul Ziajka.

ARTICLE VIII: OFFICERS

The name of the persons who are to serve as officers until their successors are elected and qualify are:

President: PAUL ZIAJKA

Vice-President: vacant

Secretary: KIM KLANCKE

Treasurer: BARRY HOROWITZ

ARTICLE IX: BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three (3). The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify are:

Barry S. Horowitz, M.D.
1411 N. Flagler Drive, Suite 4600
West Palm Beach, Florida 33401

Kim Klancke, M.D.
695 N. Clyde Morris Boulevard
Daytona Beach, Florida 32114

Paul Ziajka, M.D.
1315 South Orange Avenue, Suite 3A
Orlando, Florida 32806

ARTICLE X: CONFLICTS OF INTEREST

No contract or other transaction between the corporation and one or more of its directors or officers, or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or solely because their votes are counted for such purpose. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XI: DISTRIBUTIONS IN PARTIAL LIQUIDATION

OUT OF STATED CAPITAL

In addition to the other powers now or hereafter conferred upon the board of directors by these Articles of Incorporation, the Florida Corporation Act or otherwise, and subject to the limitations contained in the Florida Corporation Act, the board of directors may from time to time distribute to the shareholders in partial liquidation, out of stated capital, a portion of the corporation's assets in cash or property.

ARTICLE XII: INDEMNIFICATION

In addition to the other powers now or hereafter conferred upon the corporation by these Articles of Incorporation, the Florida Corporation Act or otherwise, the corporation shall possess and may exercise all powers to indemnify directors, officers and other persons and all powers whatsoever incidental thereto (including without limitation the power to advance expenses and the power to purchase and maintain insurance with respect thereto), without regard to whether or not such powers are expressly provided for by the Florida Corporation Act. The board of directors is hereby authorized on behalf of the corporation and without shareholders action to exercise all of the corporation's powers of indemnification, whether by provision in the Bylaws or otherwise.

ARTICLE XIII: QUORUM

Seventy Five Percent (75%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Except as otherwise provided by these Articles of Incorporation or the Florida Corporation Act, if a quorum is present, the affirmative vote of Seventy Five (75%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV: VOTING

With respect to any of the following actions to be taken by the shareholders of the corporation, the affirmative vote or concurrence of the holders of Seventy Five Percent (75%) of all the outstanding shares of the corporation entitled to vote shall be required:

1. To amend these Articles of Incorporation.
2. To lend money to, to guarantee the obligations of and to otherwise assist the directors of the corporation or of any other corporation the majority of whose voting capital stock is owned by the corporation.
3. To make distributions in partial liquidation out of the stated capital of the corporation.
4. To sell, lease, exchange or otherwise dispose of all or substantially all of the property and assets of the corporation, with or without its goodwill, not in the usual or regular course of its business.
5. To merge or consolidate the corporation.
6. To dissolve the corporation voluntarily.
7. To revoke voluntary dissolution proceedings of the corporation.
8. To authorize the officers, directors or employees of the corporation to expend corporate funds in excess of \$500.00.


ARTICLE XV: AMENDMENTS

The corporation reserves the right to amend its Articles of Incorporation from time to time in accordance with the Florida Corporation Act.

ARTICLE XVI: INCORPORATOR

The name and address of the incorporator is Jill Klancke, Esq., 2833 South Colorado Boulevard, Denver, Colorado 80222.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on December 30, 1994.



JILL KLANCKE, ESQ.
2833 South Colorado Boulevard
Denver, Colorado 80222

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF 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: Florida Lipid Associates Incorporated

2. The name and address of the registered agent and office is:

Dr. Paul Zia'ka

(Name)

1315 South Orange Avenue, Suite 3A

(P.O. Box not acceptable)

Orlando, Florida 32806

(City/State/Zip)

FILED
95 JAN -4 PM 12:42
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process 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 and complete performance of my duties, and I am familiar with and accept the obligations of my position
as registered agent.

Paul Zia'ka
(Signature)

12/30/94
(Date)