

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0191 FAX

CSC networks

800-342-8086

P95000011987

DIVISION OF CORPORATE AFFAIRS

MAIL TO:
P.O. BOX 5028
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 542103 8064A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : February 13, 1995

ORDER TIME : 8:56 AM

ORDER NO. : 542103

CUSTOMER NO: 8064A

CUSTOMER: Judy Carpenter, Legal Asst
FURR & COHEN, P.A.

Suite 412
1499 West Palmetto Park Road
Boca Raton, FL 33486

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-02/13/95--01067--001
****122.50 ****122.50

DOMESTIC FILING

P95000011987

NAME: KNIGHT VC, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

TW
2-13-95
0214

FILED
95 FEB 13 PM 12:10
SECTION 100 & 101
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KNIGHT VC, INC.

FILED
95 FEB 13 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

KNIGHT VC, INC.

and its initial post office address and its principal office for the conduct of business is:

7000 W. Palmetto Park Road, Suite 210, Boca Raton, FL 33433

ARTICLE II

The general nature of the business to be transacted by this corporation is:

(a) Generally to make and perform contracts of any kind and description, and for the purpose of attaining any of the objectives of the corporation, to do and perform any other act or thing, and to exercise any and all powers which a co-partnership or natural person could do or exercise, and which now are or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

(b) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it

is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included, including the general powers set forth in Florida Statutes Annotated, Sections 607.011, 607.014 and 607.017.

ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is 1000 shares of common stock at \$1.00 par value. Said stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

ARTICLE VI

This corporation shall have one director(s) initially. The

number of directors may be either increased or diminished from time to time by the By-Law but shall never be less than one. The name(s) of the initial director(s) of this corporation are:

Robert M. Knight, M.D.
7000 W. Palmetto Park Road
Suite 210
Boca Raton, FL 33433

ARTICLE VII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may in anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE VIII

The street address of the initial registered office of this corporation is 7000 W. Palmetto Park Road, Suite 210, Boca Raton, FL 33433 and the name of the initial registered agent of this corporation is ROBERT M. KNIGHT, M.D.

ARTICLE IX

These Articles of Incorporation of this corporation may be

amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 10th day of February, 1995.

Robert M. Knight

ROBERT M. KNIGHT, M.D.

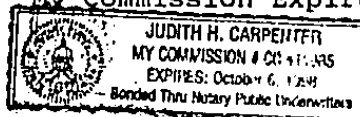
STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, ROBERT M. KNIGHT, M.D., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 10th day of February, 1995.

Judith H. Carpenter

Notary Public
My Commission Expires:



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

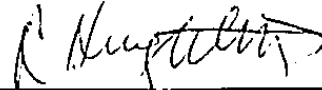
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95 FEB 13 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

That Corporation, desires to organize under the laws of the State of Florida with its office as indicated in the Articles of Incorporation located at 7000 W. Palmetto Park Road, Suite 210, Boca Raton, FL 33433, appoints ROBERT M. KNIGHT, M.D., 7000 W. Palmetto Park Road, Suite 210, Boca Raton, FL 33433, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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 provision of said Act relating to keeping open said office.



ROBERT M. KNIGHT, M.D.
Registered Agent

VeinCare P95000011987
OF FLORIDA

April 12, 1995

Mr. Tim Murphy, Corporate Specialist
New Filings Section
FLORIDA DEPARTMENT OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Assigned Document #:

P95000011987


Articles of Incorporation for:
KNIGHT VC, INC.

Dear Mr. Murphy:

Please be advised that we have re-located and our new office address is as follows ...

2900 N. Military Trail
Suite 200
Boca Raton, FL 33431
Telephone: 407-995-7600

Sincerely,


Robert M. Knight, M.D.

cc: D. Hall

DMC 4-18-95