

**&DOLIN**

A Partnership of Professional Associations

\*Also Admitted to  
Ohio Bar

February 17, 1995  
Secretary of State  
Division of Corporations  
P.O. Box 6207  
Tallahassee, FL 32304

901001409469  
-02, 7/95--01101--011  
\*\* \$78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation of  
Mathar Integrated Systems, Inc.

Gentlemen:

Please find enclosed herein the following documents with regard to  
the above-captioned matter:

1. Original and one copy of Articles of  
Incorporation.

I am enclosing herein my check in the amount of \$78.75 representing  
the following filing fees: \$35.00 for Articles of Incorporation;  
\$35.00 for Certificate of Designation, Registered Agent/Registered  
Office, and \$8.75 for Certificate of Good Standing.

Please return the Certificate of Good Standing together with the  
charter for said corporation to the undersigned.

Thanking you in advance for your anticipated cooperation.

Yours very truly,

MUCHNICK, WASSERMAN & DOLIN

By: Jeffrey P. Wasserman  
JEFFREY P. WASSERMAN

JPW/kh

Enclosures-check

FILED  
25 FEB 17 1995  
TALLAHASSEE  
FLORIDA

T. BROWN FEB 20 1995

ARTICLES OF INCORPORATION

OF

MATHAR INTEGRATED SYSTEMS, INC.

FILED  
95 FEB 17 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Laws and Statutes of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name by which this Corporation will be known, and under which it will conduct business shall be: MATHAR INTEGRATED SYSTEMS, INC.

ARTICLE II

Term of Duration

This Corporation shall have perpetual existence.

ARTICLE III

Nature of Business

The general nature of the business, proposed objects, and/or purposes to be transacted, promoted, and/or carried on are to do any and all things; both as Principals and/or Agents, as hereinafter mentioned as fully and to the same effect and/or extent as natural persons and/or other Corporations might or could do.

This Corporation may engage in any and all activities, businesses, and/or objects permitted under the Laws of the State of Florida, said Corporation's primary purpose to be: holding company for Health Care Companies.

A. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, principal or trustee.

B. To promote or aid in any matter, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

C. To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

D. To do all and everything necessary, convenient or proper for the accomplishment or improvement of any and all of the business, purposes, or objects of, or attaining to the business, purposes, or objects of, or in furtherance of any and all of the powers enumerated in these ARTICLES OF INCORPORATION (including any and all AMENDMENTS thereto) or the BYLAWS, necessary or incidental to the protection or benefit of the Corporation as Principal, Agent, Director, Officer, Trustee, Legal Representative, or otherwise.

#### ARTICLE IV

##### Capitalization

The amount of capital with which this Corporation will begin business shall be 500,000 shares at \$10.00 par value.

This Corporation shall be authorized to issue any amount of additional Shares of Stock (Common and/or Preferred) when and for

such consideration as may be determined from time to time by the Board of Directors at a meeting of the Board of Directors called for that purpose.

#### ARTICLE V

##### Directors

The business, purposes, and objects of this Corporation shall be managed by the Board of Directors which shall be headed by a Chairman of the Board. Initially, the Board shall be composed of Two (2) Directors who shall exercise complete and absolute control of this Corporation. The number of Directors may be increased or decreased from time to time by an AMENDMENT of the BYLAWS of the Corporation which shall be approved by the affirmative vote of Three-Fourths (3/4) of the Share of Stock entitled to vote thereon (or in the manner provided for by Law), but shall never be less than One (1). The Directors shall report directly to the Stockholders, and shall not be held accountable to anyone other than the Stockholders of this Corporation.

The names and addresses of the initial Director(s) are:

1. RONALD C. HARSHMAN  
3100 Old Orchard Road  
Davie, FL 33328
2. HELENE G. HARSHMAN  
3100 Old Orchard Road  
Davie, FL 33328

#### ARTICLE VI

##### Officers

The Board of Directors may from time to time name, elect, and appoint any and all Officers as may be required for the pursuit and/or furtherance of the business purposes, and/or objects of this Corporation and/or any and all of its Subsidiaries and/or

Divisions. The Stockholders may make recommendations as to naming, election, and/or appointment of prospective Officers. However the Stockholders may not name, elect, and/or appoint a prospective Officer over the objection of the Board of Directors. The Officers of this Corporation shall report directly to the Board of Directors to whom they shall be held accountable.

#### ARTICLE VII

##### Principal Office

The initial post office address of the Principal Office of this Corporation shall be: 3100 Old Orchard Road, Davie, FL 33328. The Board of Directors may from time to time move the Principal Office to any other address that the Board of Directors considers to be in the best interest of the Corporation.

#### ARTICLE VIII

##### Subscriber

The name(s) and address(es) of the Initial Incorporators and Subscribers to these ARTICLES OF INCORPORATION, the number of Shares that they agree to Subscribe to and the aggregate value of said consideration is as follows:

<u>Names &amp; Addresses</u>	<u>No. of Shares</u>	<u>Consideration</u>
RONALD C. HARSHMAN 3100 Old Orchard Road Davie, FL 33328	1,000	\$ 10.00 a share

#### ARTICLE IX

##### Subsidiaries

This Corporation may create or form, or cause to be created or formed; any and all Subsidiaries, domestic and/or foreign, as the

Directors (with the advice and consent of the Shareholders) may from time to time determine.

#### ARTICLE X

##### Divisions

This Corporation may create or form, or cause to be created or formed; any and all Divisions within this Corporation and/or any and all Subsidiaries thereof as the Directors may from time to time determine for the purpose of conducting and/or pursuing the business, purposes, and/or objects of this Corporation and/or any and all Subsidiaries thereof.

#### ARTICLE XI

##### 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 at which it is offered to others.

#### ARTICLE XII

##### Amendments

The power to adopt, alter, amend, and/or repeal the ARTICLES OF INCORPORATION shall be vested in the Stockholders. Each Amendment shall be approved by the affirmative vote of the majority of the Stock entitled to vote thereon at a meeting of the Stockholders called for that purpose.

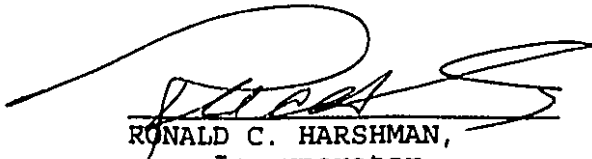
#### ARTICLE XIII

##### ByLaws

The Stockholders of this Corporation are specifically authorized from time to time to adopt, alter, amend, and/or repeal

the BYLAWS which are not inconsistent with these ARTICLES OF INCORPORATION, restraining the alienation of Shares of Stock in this Corporation and providing for the purchase and/or redemption by the Corporation of such shares of Stock; providing, however, that provisions dealing with the purchase and/or redemption by the corporation of such Shares of Stock may not be invoked at a time and/or in a manner which would impair the capital structure and/or the operation(s), business(es), purposes(s), and/or object(s) of this Corporation.

WHEREFORE; for the purpose of forming this Corporation under the Laws and Statutes of the State of Florida; the undersigned have made, subscribed to, executed, and acknowledges these ARTICLES OF INCORPORATION this 16 day of February, A.D., 1995.



RONALD C. HARSHMAN,  
Incorporator

A F F I D A V I T

STATE OF FLORIDA        }  
COUNTY OF BROWARD    }S

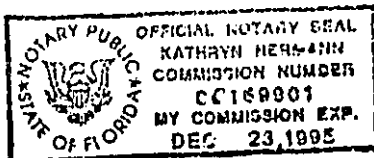
BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

On this day, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgements; RONALD C. HARSHMAN, of Davie, Florida, to me well known and known to me to be the person described in, and who signed and executed the foregoing ARTICLES OF INCORPORATION, and acknowledged the execution thereof to be his free act and deed for the uses, purposes, and objects therein mentioned.

  
RONALD C. HARSHMAN,  
Incorporator

The foregoing instrument was acknowledged before me this \_\_\_ day of February, 1995, by RONALD C. HARSHMAN who is personally known to me or who has a produced Florida State driver's license as identification and who did take an oath.

Sign: Kathryn Hermann  
Print: KATHRYN HERMANN  
Notary Public, State of Florida  
My Commission Expires:





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

Pursuant to the provisions of §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:

MATHAR INTEGRATED SYSTEMS, INC.

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

RONALD C. HARSHMAN  
3100 Old Orchard Road  
Davie, Florida 33328

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

DATED this 16<sup>th</sup> day of February, 1995.

  
RONALD C. HARSHMAN  
Registered Agent

FILED  
95 FEB 17 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MUCHNICK  
WASSERMAN  
& DOLIN**

Attorneys At Law  
A Partnership of Professional Associations

Samuel L. Muchnick, P.A.  
Jeffrey P. Wasserman, P.A.  
Steven L. Dolin, P.A.  
Dennis J. Harshman  
Mette Litman (1926-1977)

\* Also Admitted to  
Ohio Bar

**VIA FEDERAL EXPRESS**

July 18, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

500001899615  
-07/19/96--01067--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: **Articles of Amendment to Articles of Incorporation  
of Mathar Integrated Systems, Inc.**

Gentlemen:

Please find enclosed herein the following documents with regard to the above-captioned matter:

1. **Original and one copy of Articles of  
Amendment to Articles of Incorporation.**

I am enclosing herein my check in the amount of \$35.00 representing the following filing fees:

\$35.00 for Articles of Amendment to Articles of Incorporation.

Please return a conformed copy to the undersigned in the enclosed self-addressed stamped envelope.

Thanking you in advance for your anticipated cooperation.

Yours very truly,

**MUCHNICK, WASSERMAN & DOLIN**

By:   
**JEFFREY P. WASSERMAN**

JPW/ci

cc: **Ron Harshman**  
Enclosures

96 JUL 19 AM 9:06  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend  
CPG  
7-19

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**MATHAR INTEGRATED SYSTEMS, INC.**

Pursuant to the provisions of 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Amendments adopted:

**ARTICLE IV**

**CAPITALIZATION**

This Article is amended pursuant to Section 607.0602 of the Florida Statutes.

"The Corporation is authorized to issue 500,000 shares of Common Stock. The Board of Directors is authorized to provide for the issuance of such Common Stock in Series A and Series B and by filing the appropriate Articles of Amendment with the Secretary of State, is authorized to establish the number of shares included in each Series with preferences, limitations and relative rights of each Series of Common Stock."

**FILED**  
96 JUL 19 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

"Of these shares of Common Stock, 450,000 shares shall be designated as Series A Common Stock and 50,000 shares shall be designated as Series B Common Stock."

"Series B Common Stock shall have the same rights as Series A Common Stock, as prescribed by law, with the exception that Series B Common Stock shall be non-voting Stock."

"The original issuance of 500,000 shares of Common Stock shall be canceled and the new Series A and Series B Common Stock shall be issued in its place. All holders of the original issuance of Stock shall receive the same number of shares of Series A Common Stock under the new issuance."

"The Corporation shall be authorized to issue any amount of additional shares of Stock, whether Common and/or Preferred, and in any Classes or Series as permitted by law, when and for such consideration as may be determined from time to time by the Board of Directors at a meeting of the Board of Directors called for that purpose."

#### ARTICLE XI

##### PREEMPTIVE RIGHTS

This Article is hereby amended pursuant to Section 607.0630(1) of the Florida Statutes.

"With the exception of the original Subscriber and Shareholder, Ronald C. Harshman, the Shareholders of this Corporation do not have a preemptive right to acquire the Corporation's unissued shares. Ronald C. Harshman, upon the sale for cash of any new Stock of this Corporation, whether Common and/or Preferred, and in any Classes or Series as permitted by law, shall have the right to purchase, in any amounts and at the price at which the shares of Stock are offered to others, those shares of Stock he wishes to purchase. This right conferred upon Ronald C. Harshman shall be considered a right of first refusal on the purchase of any additional shares of Stock offered for sale by the Corporation without regard to anyone else's right to purchase additional shares."

2. The adoption of the amendments was unanimously approved in a joint meeting of the Shareholder and Board of Directors of the Corporation, held on May 5, 1996, with said amendments to be effective as of that date.

WHEREFORE, for the purpose of amending the Articles of Incorporation under the Laws and Statutes of the State of Florida, the undersigned have made, subscribed to, executed and acknowledged

these ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION this  
17 day of July, A.D., 1996.



RONALD C. HARSHMAN,  
Stockholder, Chairman of the  
Board and President

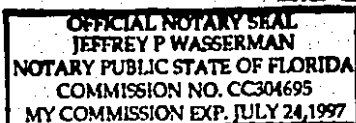
STATE OF FLORIDA       }  
                                  }  
COUNTY OF BROWARD    }

BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

On this day, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments; RONALD C. HARSHMAN, of Davie, Florida, to me well known and known to me to be the person described in, and who signed and executed the foregoing ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION, and acknowledged the execution thereof to be his free act and deed for the uses, purposes and objects therein mentioned.

Dated this 17 day of July, 1996.

My Commission Expires:



Sign: 

Print: JEFFREY P. WASSERMAN

Notary Public, State of Florida