



NATIONWIDE

# DIVERSIFIED CORPORATE SERVICES INT'L., INC.

FAX 518 434-0943 • 172 A Washington Avenue • 1-518-434-2877  
Albany, New York 12210  
1-800-433-0773 Toll Free N.Y.S.

March 3, 1995

Int'l. Corp. Serv. Int'l. State  
Corporations Division  
401 East ...  
Tallahassee, Florida 32301

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-03/07/95--01056--003  
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RE: INTIGRA MEDICAL, P.A.

Dear Sirs/Madams,

Request is hereby made for FILING AND CERTIFYING of the attached Articles of Incorporation, under EXPEDITED HANDLING.

Please use the attached check in full payment for the above requested services and return the certified copy using the included FEDERAL EXPRESS envelope.

Thank you for your continuing cooperation.

Very truly yours,

Jerry Joseph

JJ/jb  
ENC.

FILED.

95 MAR -6 PM 10:45

TALLAHASSEE, FLORIDA

1518  
3/8/95

DIV.

ARTICLES OF INCORPORATION OF  
INTEGRA MEDICAL, P.A.

under Section 621 of the Business Corporation Act

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Section 621 of the Business Corporation Act of the State of Florida, does hereby certify and set forth:

[1] The name of the Corporation is:

INTEGRA MEDICAL, P.A.

[2] The purpose or purposes for which this corporation is formed are as follows, to wit:

A. To engage in the profession of Medicine.

B. To invest its funds in real estate, mortgages, stock, bonds or any other type of investment.

C. To do such acts and carry on such business, and in such manner, as may be permitted by the Professional Service Corporation Act, subject to any limitations set forth therein.

D. To have, in furtherance of the corporate purposes, all of the powers conferred upon corporations organized under the Professional Service Corporation Act, subject to any limitations set forth therein.

[3] The principal office, mailing address, registered office and the registered agent of the Corporation within the State of Florida shall be located at:

1717 North Bayshore Drive, Suite 1146  
Miami, Florida 33132  
Christopher Hanner, Agent

[a] Having been named to accept service of process for the above stated Corporation, at the place herein designated, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.

Signed:

*Christopher Hanner*  
Christopher Hanner, Agent

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1980 JUN 10 10:45  
CLERK OF DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA

[4] The duration of the Corporation shall be perpetual.

[5] The aggregate number of shares which the Corporation shall have the authority to issue is two hundred (200) shares, all of which shall be without par value, and all of which are hereby designated as common stock.

[6] The name and address of each Director of the Corporation is as follows:

Christopher Hanner, M.D.  
1717 North Bayshore Drive, Suite 1146  
Miami, Florida 33132  
License # ME 0066972

[7] The Corporation, to the fullest extent permitted by Section 607 of the Business Corporation Law of the State of Florida, as the same may be amended and supplemented, shall indemnify any and all persons whom it shall have power to indemnify under said Section from and against any and all of the expenses, liabilities or other matters

referred to in, or covered by, said Section. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or directors, or otherwise, both as to action in his official capacity and as to action in any other capacity while holding such office. The indemnification provided for herein shall continue as to a person who has ceased to be a director, officer, employee or agent of the corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

(8) The personal liability of any Director of the Corporation to the Corporation itself, or to its Shareholders, for damages for any breach of duty in such capacity is hereby eliminated, except that such personal liability shall not be eliminated if a judgment or other final adjudication adverse to such Director establishes that his acts or omissions were in bad faith, or involved intentional misconduct, or a knowing violation of law, or that he personally gained, in fact, a financial profit or other advantage to which he was not legally entitled, or that his acts violated Section 607 of the Business Corporation Law.

IN WITNESS WHEREOF, this Certificate has been signed by the subscriber, being at least eighteen (18) years of age, on this 21st day of February, 1995.

  
Incorporator

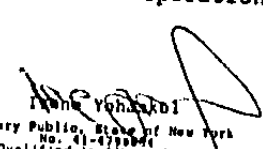
Name: Jerry Joseph  
Address: 172A Washington Avenue  
Albany, New York 12210

State of New York:

SS:

County of Albany:

On this 21st day of February, 1995, before me personally came Jerry Joseph, to me known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he duly acknowledged to me that he executed the same.

  
Notary Public, State of New York  
No. 41-479894  
Qualified in Albany County  
Commission Expires May 31, 1995

FILED  
55 MAR -5 AM 10:45  
ALBANY, N.Y.