

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

800-342-8086



**P9500024335**

ACCOUNT NO. : 072100000032

REFERENCE : 566358 4656A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : March 27, 1995

ORDER TIME : 10:02 AM

800001440298

ORDER NO. : 566358

CUSTOMER NO: 4656A

CUSTOMER: Elizabeth Galvin, Legal Asst  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: ELITE MEDICAL GROUP, INC.

**NEED TODAY**

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED  
95 MAR 27 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN MAR 27 1995

**GREENBERG**  
ATTORNEYS AT LAW  
**TRAURIG**

- |                              |                        |                        |                         |                        |                                |
|------------------------------|------------------------|------------------------|-------------------------|------------------------|--------------------------------|
| Leonard J. Adler             | David R. Chase         | Steven E. Goldman      | Nancy B. Lash           | Rose Parish-Ramon      | Brian J. Sherr                 |
| Fernando C. Alonso           | Michael J. Cherniga    | Steven M. Goldsmith    | Moshe M. Lehrfeld       | Michael G. Park        | Marlene K. Silverman           |
| Cesar L. Alvares             | Ary Chourke            | Joseph G. Goldstein    | James P. S. Leshaw      | Marshall H. Pasternack | Holly R. Skolnick              |
| Liliana Armas                | Sur M. Cobb            | Steven S. Goodman      | Marc S. Levin           | Sylvia S. Pinnney      | Laura P. Stephenson            |
| Daniel H. Aronson            | L. Frank Cordero       | Matthew R. Gerson      | Oscar Levin             | Byron G. Petersen      | Charles E. Stiver, Jr.         |
| David C. Ashburn             | C. Deryl Couch         | Dianne Greenberg       | Michael P. Levinson     | Sheldon S. Polish      | Joel L. Stucker                |
| Charles M. Auslander         | Albert A. del Castillo | Melvin N. Greenberg    | Norman H. Lipoff        | Roberto R. Pupo        | Douglas R. Thornburg           |
| David T. Azrin               | Alan T. Diamond        | Robert L. Grossman     | Carlos E. Loumiet       | Albert D. Quentel      | Robert H. Traurig              |
| Fred W. Baggett              | Trini L. Donato        | Barbara A. Hall        | Juan P. Loumiet         | Vivian Pazos Quiroga   | Brian J. Walsh                 |
| Kerri L. Barsh               | Lucia A. Dougherty     | Paige A. Harpe         | Bruce E. Macdonough     | C. Ryan Reetz          | Keith Wasserman                |
| Hilarie Bass                 | Candace R. Duff        | Fred E. Harris, Jr.    | Robert P. Macina        | Mark J. Reisman        | Jeffrey Weithorn               |
| V. Dawn Beighley             | William R. Eck         | Steven M. Helfman      | Alfred J. Malfatto      | Luis Reiter            | David E. Wells                 |
| Norman J. Benford            | Kenneth Edelman        | Alberto M. Hernandez   | Samantha D. Malloy      | Barry Scott Richard    | Bradford D. West               |
| Lisa J. Berger               | Arthur J. England, Jr. | Jeffrey A. Hirsch      | Ines Martoreo-Priguera  | Douglas J. Rillstone   | Howard W. Whitaker             |
| Dale S. Bergman              | Gary M. Epstein        | Kenneth C. Hoffman     | Enrique J. Martin       | A. Jeffrey Robinson    | Jerrold A. Wish                |
| Paul Berkowitz               | Henry H. (Ducky) Fox   | Larry J. Hoffman       | Roberto Martinez        | Kenneth R. Robinson    | Timothy D. Wolfe               |
| Bridget Beery                | Jeffrey R. Fried       | Kenneth A. Horky       | Pedro J. Martinez-Fraga | Raquel A. Rodriguez    | Linda G. Worton                |
| Mark F. Bideau               | Robin F. Frydman       | Gerald J. Houlihan     | Joel D. Maser           | Alan H. Rolnick        | Julie A. Zahniser              |
| Larence Jon Birby            | Robert C. Gang         | John B. Hutton         | Juan J. Mayol, Jr.      | Marvin S. Rosen        |                                |
| Mark D. Bloom                | Richard G. Garrett     | Keith A. James         | Robert R. McDonald      | Richard A. Rosenbaum   | T. Wayne Davis, of Counsel     |
| Reginald L. Bouthillier, Jr. | Brian K. Gari          | Martin Kall            | John T. Metzger         | Ronald M. Rosengarten  | Arnold J. Hoffman, of Counsel  |
| Howard Bregman               | David J. George        | Steven M. Katzman      | Janet L. O'Brien        | David L. Ross          | Patrick T. O'Brien, of Counsel |
| Blake D. Bringgold           | Jeffrey Gilbert        | David S. Kenin         | Maurly R. Olicker       | Gary A. Saul           | Allan Salovin, of Counsel      |
| Francis B. Brogan, Jr.       | Laurie L. Giklan       | Steven J. Kravitz      | Rebecca R. Orand        | Elliot H. Scherker     | Paul E. Shapiro, of Counsel    |
| Hurt Bruton                  | Bruce H. Gilea-Klein   | J. D. Boone Kursteiner | Debbie M. Orshesky      | Mark P. Schnapp        | Craig E. Sirin, of Counsel     |
| Bernardo Burstein            | Richard J. Giusto      | Ronald C. LaFace       | Aileen Ortega           | Clifford A. Schulman   | Marc M. Watson, of Counsel     |
| Joseph A. Cahalla            | Lawrence Godofsky      | Steven A. Landy        | A. Friesner Pardo       | Randy J. Shaw          |                                |
| Diane Wagner Carr            | Joel K. Goldman        | Steven B. Lapidus      | Steven J. Pardo         | Paul A. Shelowitz      | Zachary H. Wolff, Retired      |

Elizabeth C. Calvin, L.A.  
305-789-5449

March 24, 1995

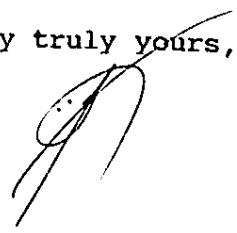
Florida Division of Corporations  
**DOMESTIC CHARTER SECTION**  
P. O. Box 6327  
Tallahassee, FL 32314

RE: ELITE MEDICAL GROUP, INC.

Enclosed herewith are two duly executed originals of **ARTICLES OF INCORPORATION** for the captioned corporation. Also enclosed is a check in the amount of \$ 122.50 to cover the cost of the filing and one certified copy.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,



**ARTICLES OF INCORPORATION  
OF  
ELITE MEDICAL GROUP, INC.**

**FILED**  
95 MAR 27 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

The name of the corporation is ELITE MEDICAL GROUP, INC., (the "Company").

**ARTICLE II**

The address of the principal office and the mailing address of the Company is 3180 South Ocean Drive, #201, Hallandale, Florida 33023.

**ARTICLE III**

**Term**

The Company is to have perpetual existence.

**ARTICLE IV**

**Nature of Business**

The Company may engage or transact in any or all lawful activities or business permitted by a corporation under laws of the State of Florida.

**ARTICLE V**

**Capital Stock**

The aggregate number of shares of all classes of capital stock that the Company shall have authority to issue is 10,000 shares of common stock, par value \$.01 per share.

**ARTICLE VI**

**Registered Office and Agent**

The street address of the Company's initial registered office in the State of Florida is 3180 South Ocean Drive, #201, Hallandale, Florida 33023 and the name of its initial registered agent at such office is Jose Garcia.

**ARTICLE VII**

**Directors**

The initial Board of Directors of the Company shall consist of two (2) directors, and the names and addresses of the persons who are to serve initially are:

Jose Garcia

3180 South Ocean Drive, #201  
Hallandale, Florida 33023

Fernando Silva

1313 S.W. 27th Avenue  
Miami, Florida 33145

**ARTICLE VIII**

**Incorporator**

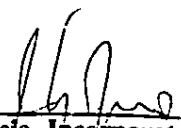
The name of the Incorporator is Jose Garcia and the address of the Incorporator is 3180 South Ocean Drive, #201, Hallandale, Florida 33023.

**ARTICLE IX**

**Indemnification**

This Company shall indemnify and may advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 22 day of March, 1995.

  
\_\_\_\_\_  
Jose Garcia, Incorporator *jes*

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of ELITE MEDICAL GROUP, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

  
\_\_\_\_\_  
Jose Garcia, Registered Agent

Dated: March 22, 1995

FILED  
95 MAR 27 PM 11 38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P 950000 24335

ELITE MEDICAL GROUP, INC.  
3180 S. Ocean Dr. 201  
Hallandale, Florida 33009

FILED

96 APR 22 PM 9:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 1, 1996

To Whom It May Concern,

The following is to notify the request of dissolution of "Elite Medical, Inc." Please, find enclosed a check for the amount of \$43.75 which includes the filing fee and a copy of a certificate of Status.

If you have any further question or need any information please note that our telephone number and address are the following:

3180 South Ocean Dr. #201  
Hallandale, Florida 33009  
(305) 458-9565  
(305) 254-7576

Sincerely yours,

Jose E. Garcia Jr., M.D.  
President

800001790698  
-04/23/96--01092--017  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

N. HENDRICKS APR 29 1996

Vol.  
DISS.

**ARTICLES OF DISSOLUTION**

**FILED**

96 APR 22 PM 9:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Elite Medical Group, Inc.  
FID. - 65-0577388

SECOND: The articles of incorporation were filed on: 3-22-95

THIRD: (CHECK ONE)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

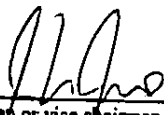
FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 1<sup>st</sup> day of April, 19 96

Signature   
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Jose E. Garcia, M.D.  
(Typed or printed name)

President  
(Title)