

P950000 26947

BAHRAM ZAMANI ALAVIJEH  
4036 B CORTEZ DRIVE  
TAMPA, FLORIDA 33611

Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

VIA OVERNIGHT UPS

Dear Sir/Madam:

1100001432041  
03/16/95 01100--008  
\*\*\*122.50 \*\*\*122.50

Enclosed herein please find properly executed and notarized Articles of Incorporation for Advanced Evaluation Center, Inc. Also enclosed please find my check in the amount of \$122.50.

Please file the enclosed Articles of Incorporation and return one copy to my attention.

I thank you in advance for your cooperation.

Very truly yours,

BAHRAM ZAMANI ALAVIJEH

BZA/blm

BMC  
3/17/95

625

~~1095-605~~

EFFECTIVE DATE

4-1-95

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 APR -4 AM 9:47

FILED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 17, 1995

BAHRAM ZAMANI ALAVIJEH  
4036 B CORTEZ DRIVE  
TAMPA, FL 33611

SUBJECT: ADVANCED EVALUATION CENTER, INC.  
Ref. Number: W95000006051

We have received your document for ADVANCED EVALUATION CENTER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 195A00012128

ARTICLES OF INCORPORATION  
OF  
ADVANCED EVALUATION CENTER, INC.

FILED

95 APR -1 AM 9:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

ARTICLE I  
Name

The name of the Corporation is:

ADVANCED EVALUATION CENTER, INC.

EFFECTIVE DATE

4-1-95

ARTICLE II  
Term of Existence

The date when corporate existence shall commence shall be the 1st day of April, 1995 as provided by Section 607.169(2), Florida Statutes, and the Corporation shall have perpetual existence thereafter.

ARTICLE III  
Nature of Business

The Corporation may operate as a medical evaluation center under the laws of Florida and may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV  
Powers

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (d) To engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE V**  
**Capital Stock**

The Corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value common stock, which shall be designated Common Stock.

**ARTICLE VI**  
**Principal Office, Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 4036B Cortez Drive, Tampa, Florida, 33614, and the name of the initial registered agent at such address is Bahram Zamani Alavijeh.

**ARTICLE VII**  
**Directors**

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one (1) but no more than ten (10) directors. The name and address of the initial director of the Corporation, who shall serve until his successor is duly elected and qualified is:

| <b><u>Name</u></b>     | <b><u>Address</u></b>                 |
|------------------------|---------------------------------------|
| Bahram Zamani Alavijeh | 4036B Cortez Drive<br>Tampa, FL 33614 |

**ARTICLE VIII**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation is:

| <b><u>Name</u></b>     | <b><u>Address</u></b>                 |
|------------------------|---------------------------------------|
| Bahram Zamani Alavijeh | 4036B Cortez Drive<br>Tampa, FL 33614 |

**ARTICLE IX**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

**ARTICLE X**  
**Indemnification**

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**ARTICLE XI**  
**Preemptive Rights**

Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at that time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the Corporation's issuance of shares.

**ARTICLE XII**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 17 day of March, 1995.

Bahram Zamani Alavijeh  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of March, 1995 by Bahram Zamani Alavijeh.

Donna R. White  
Notary Public  
State of Florida at Large

(Notarial Seal)




My Commission Expires:

7-20-98

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated herein, 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.

Dated: March 11, 1995

  
Bahram Zamani-Alavi

FILED  
95 APR - 11 AM 9:16  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

P95000026947



14502 N Dale Mabry  
Suite 302  
Tampa, Florida 33618

100001724681  
-02/27/96--01026--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. (Corporation Name) (Document #) *dis*
- 2. (Corporation Name) (Document #)
- 3. (Corporation Name) (Document #)
- 4. (Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED  
96 FEB 25 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS               |  |
|--------------------------|--|
| <input type="checkbox"/> | Amendment                              |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent             |
| <input type="checkbox"/> | Dissolution/Withdrawal                 |
| <input type="checkbox"/> | Merger                                 |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION |                     |
|-----------------------------|---------------------|
| <input type="checkbox"/>    | Foreign             |
| <input type="checkbox"/>    | Limited Partnership |
| <input type="checkbox"/>    | Reinstatement       |
| <input type="checkbox"/>    | Trademark           |
| <input type="checkbox"/>    | Other               |

|                     |  |
|---------------------|--|
| Examiner's Initials |  |
|---------------------|--|

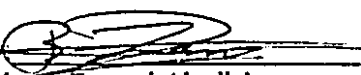
**ARTICLES OF DISSOLUTION  
OF  
ADVANCED EVALUATION CENTER, INC.**

**FILED**  
96 FEB 26 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name of this corporation is Advanced Evaluation Center, Inc. (the "Corporation"). It was organized under the laws of the State of Florida on April 1, 1995.

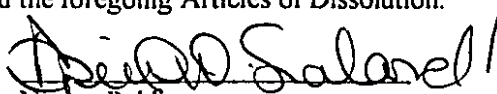
The Corporation, pursuant to an action by its sole Director and sole Shareholder, has elected to dissolve. A true copy of the plan of dissolution and consent authorizing such dissolution by the sole Director and sole Shareholder are attached and incorporated by reference as Exhibit A.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Dissolution on January 22, 1996 in Tampa, Florida

By   
Bahram Zamani Alavijeh  
President

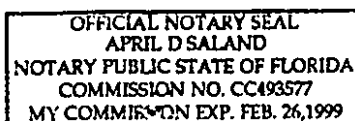
State of Florida            )  
County of Hillsborough )

Before me personally appeared Bahram Zamani Alavijeh known to me and known to me to be the person who executed the foregoing Articles of Dissolution.

  
Notary Public

My Commission Expires: February 26, 1999

(Seal)





**ACTION AND CONSENT  
OF  
SOLE DIRECTOR AND SOLE SHAREHOLDER  
IN LIEU OF A MEETING**

The sole Director and sole Shareholder of Advanced Evaluation Center, Inc., a Florida Corporation (the "Corporation"), hereby adopts the following corporate action:

WHEREAS, the sole Director and Shareholder of the Corporation has determined that it is advisable and beneficial for the Corporation to be dissolved and liquidated; and

WHEREAS, the sole Director and sole Shareholder of the Corporation has the authority to commence such a dissolution and liquidation;

RESOLVED, the attached plan of dissolution and liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provisions for the debts of the Corporation distribute the remaining assets to the sole Director and sole Shareholder.

IN WITNESS WHEREOF, the undersigned has approved this action on January 22, 1996.

By: 

Behram Zamani Alavijeh

President and sole Director and sole Shareholder

## **EXHIBIT A**

### **PLAN OF DISSOLUTION AND COMPLETE LIQUIDATION**

The following Plan of Dissolution and Complete Liquidation, (hereinafter called the "Plan") of Advanced Evaluation Center, Inc., (hereinafter called the "Corporation"), shall be effective upon the adoption and approval of the Plan by the sole Director and Sole Shareholder of the Corporation pursuant to F.S. 607.0704 and F.S. 607.1402(6). The date of such adoption and approval is hereinafter called the "Effective Date."

1. Dissolution. As promptly as practicable after the Effective Date of the Plan, the Corporation shall be dissolved in accordance with the laws of the State of Florida.

2. Cessation of Business. After the Effective Date, the Corporation shall not engage in any business activities except for the purpose of preserving the value of its assets, adjusting and winding up its business and affairs, and distributing its assets in accordance with the Plan. The sole Director shall continue in office solely for these purposes. Notwithstanding the foregoing, the sole Directors may, in his discretion, allow the Corporation to conduct business for a period of time after the Effective Date.

3. Payment of Debts. All known or ascertainable liabilities of the Corporation shall be promptly paid or provided for. There shall also be set aside, in cash, securities or other assets, a reserve fund in an amount estimated by the sole Directors to be necessary for the payment of estimated expenses, taxes, and contingent liabilities.

4. Restrictions on Transfer of Shares. The proportionate interest of the sole Shareholder in the assets of the Corporation shall be fixed on the basis of his respective shareholdings at the close of business on the Effective Date of the Plan.

5. Liquidating Distribution. At such time as the sole Director of the Corporation may determine that all liabilities of the Corporation have been paid or provided for, including all costs of affecting and administering the Plan, the Director shall transfer any assets remaining to the sole Shareholder.

6. Stock. The stock in the Corporation which is owned by the sole Shareholder shall be canceled by the Corporation on the date that the Articles of Dissolution of the Corporation are filed with the Florida Secretary of State.

7. Power of the Board of Directors. The sole Director shall have authority to do or authorize any and all acts and things as provided for in the Plan and any and all such further acts and things as may be considered desirable to carry out the purposes of the Plan. The Director shall have authority to authorize such variations from or amendments of the provisions of the Plan as may be necessary or appropriate to effectuate the dissolution and complete liquidation of the Corporation, and the distribution of its assets to its shareholders in accordance with the laws of the State of Florida.

I HEREBY CERTIFY that this is a true copy of the Plan of Dissolution adopted by the sole Director and sole Shareholder of Advanced Evaluation Center, Inc. as of the 22nd day of January, 1996.

  
Bahram Zamani Alavijeh, President