

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
(904) 222-0071  
(904) 222-0193 FAX

800-342-8086



**P95000027090**

ACCOUNT NO. : 072100000032

REFERENCE : 572424 116593A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

000001447830

-04/05/95--01045--007

\*\*\*\*122.50 \*\*\*\*122.50

ORDER DATE : April 5, 1995

ORDER TIME : 9:48 AM

ORDER NO. : 572424

CUSTOMER NO: 116593A

CUSTOMER: David B. Stearns, Esq  
DAVID B. STEARNS, P.A.

Suite 128  
10 Fairway Drive  
Deerfield Beach, FL 33441

000001447830  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: MEDICAL GLOBAL CONSULTING,  
INC.

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
95 APR 15 PM 10:42  
MEDICAL GLOBAL CONSULTING, INC.

FILED  
95 APR -5 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

T. BROWN APR - 5 1995

**ARTICLES OF INCORPORATION  
OF  
MEDICAL GLOBAL CONSULTING, INC.**

FILED  
95 APR -5 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I  
NAME**

The name of corporation is MEDICAL GLOBAL CONSULTING, INC.

The general purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE III  
CAPITAL SHARES**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock, each share having a par value of ONE DOLLAR (\$1.00)

Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

**ARTICLE IV  
PRINCIPAL MAILING ADDRESS AND  
INITIAL REGISTERED OFFICE AND AGENT**

The principal mailing address of the corporation is: 20423 State Road 7, Suite 6105, Boca Raton, Fl. 33498, and the street address of the initial registered office of this corporation is: 10 Fairway Drive, Suite 128, Deerfield Beach, Fl. 33441, and the name of the initial registered agent at the address is : David B. Stearns.

## **ARTICLE V DIRECTORS**

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be more than five.

## **ARTICLE VI INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation is:  
Innovative Consulting Group Ltd., Offices of DAG Management and Trading Company Ltd., Anderson Square Building, Number 714, George Town, Grand Cayman, Cayman-Island, British West Indies.

## **ARTICLE VII TRANSACTIONS IN WHICH DIRECTORS ARE INTERESTED**

In the event that the corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members or employees, or with any other corporation or association of which one or more of its Directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in any way affected by the fact that such Director or Directors have or may have interest therein which might be adverse to the interests of the corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation;

PROVIDES, HOWEVER, that in any such case the fact of such interest shall be disclosed to the other Directors or shareholders acting upon or in reference to such contract or transaction. No Director or Directors having disclosed such adverse interests shall be liable to the corporation or to an shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereon. PROVIDED, also, that such contract or transaction shall, at the time at which it was entered into, have been reasonable one to have been entered into and shall have been upon terms that, at the time were fair.

## **ARTICLE VIII INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Each Director and Officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a Director or Officer of the corporation (said expenses to include attorneys fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in such action, suit or proceedings to have been derelict in the performance of his duty, as such Officer or Director. Such right of indemnification shall be exclusive of any other rights to which a Director or Officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such Director or Officer.

## **ARTICLE IX EFFECTIVE DATE**

These Articles of Incorporation shall be effective upon subscription and acknowledgement of these Articles, except that in the event the Articles are not filed with the Department of State of Florida within five (5) days, exclusive of legal holidays, after subscription and acknowledgement hereof, corporation existence shall begin when these Articles are filed with the Department of State.

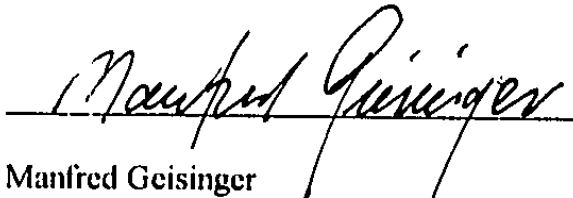
## **ARTICLE X AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to a vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XI  
CONSENT IN WRITING IN LIEU OF MEETING**

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the Secretary of the corporation. This consent shall have the same effect as an unanimous vote at a Shareholders' Meeting. If all of the Directors, severally, or collectively, likewise consent in writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the Incorporators have executed these Articles of Incorporation this 15th day of February, 1995.

  
\_\_\_\_\_  
Manfred Geisinger  
Director, Innovative Consulting Group Ltd.

Certificate of Acknowledgment of Execution of an Instrument

Federal Republic of Germany  
Land Baden-Württemberg  
City of Stuttgart  
Consulate General of the  
United States of America

I, ....FRANK W. OSTRANDER.....  
of the United States of America at Stuttgart, Germany  
duly commissioned and qualified, do hereby certify that on  
this 15th day of FEBRUARY 1995, before me  
personally appeared \_\_\_\_\_

MANFRED GEISINGER

to me personally known, and known to me to be the individual  
described in, whose name he subscribed to, and who executed  
the annexed instrument, and being informed by me of the contents  
of said instrument he duly acknowledged to me that he  
executed the same freely and voluntarily for the uses and  
purposes therein mentioned.

In witness whereof I have hereunto set my hand and  
official seal the day and year last above written.

(Seal)

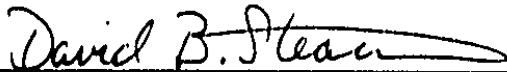


Consul of the United States of America.

Frank W. Ostrander  
Consul  
of the  
United States of America

**ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT\REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



David B. Stearns

April 3, 1995

FILED  
95 APR -5 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA