

**P95000032053**  
LAW OFFICES

**ABRAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.**

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HOLLYWOOD, FLORIDA 33022-9000

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MIAMI (305) 940-8440  
PALM BEACHES (407) 833-4710

PLEASE REPLY TO:

Hollywood

FILE NO.:  
BMSI2-0001

April 12, 1995

VIA CERTIFIED MAIL # Z 056 344 649

MAYNARD ABRAMS  
1918-1992

PAUL W. ANTON  
1927-1991

MILTON S. BLAUT \*  
ALAN B. COHN \*  
MAURICE M. GARCIA  
GENE K. GLASSER \*  
STANLEY D. GOTTSBEGEN †  
NANCY L. LA VISTA  
SCOTT A. ORTH  
JENNIFER K. PRICE  
LEONARD ROBBINS  
REUBEN M. SCHNEIDER † \* †  
DAVID H. SCHULSON  
KEVIN A. SHACTER  
PETER R. SIEGEL  
JACK F. WEINB  
DAVID WEISMAN †

† EDWARD S. RESNICK (RET.)

\* BOARD CERTIFIED TAX LAWYER  
BOARD CERTIFIED ESTATE PLANNING  
AND PROBATE LAWYER

† BOARD CERTIFIED REAL ESTATE LAWYER

† MEMBER OF D. C. BAR  
† MEMBER OF N. Y. BAR  
† MEMBER OF OHIO BAR

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

1995 APR 12 11 50 AM  
04271277 01019 011  
\*\*\*\*\*327.50 \*\*\*\*\*327.50

RE: BEYOND MEDICAL SERVICES, INC.

Dear Sir or Madam:

Enclosed for filing please find one original and one copy of the Articles of Incorporation for BEYOND MEDICAL SERVICES, INC. Also enclosed is our firm check to cover the required filing fee. Please complete the necessary filing and return the certified copy to the undersigned in the envelope provided for your convenience.

Thank you for your prompt attention to this matter. Should you have any questions, please call my Corporate Assistant, Lisa Hirsch at Ext. 132.

Sincerely yours,

  
Alan B. Cohn

ABC:leh/105782  
Enclosures

FILED  
95 APR 20 AM 9 26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 APR 20 11 02  
FILED  
SECRET  
TALLAHASSEE

**ARTICLES OF INCORPORATION  
OF  
BEYOND MEDICAL SERVICES, INC.**

**ARTICLE I**

The name of the Corporation is BEYOND MEDICAL SERVICES, INC.

**ARTICLE II**

The Corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

**ARTICLE III**

The Corporation is authorized to issue One Hundred (100) shares of common stock par value \$1.00 per share.

**ARTICLE IV**

The address of the initial registered office of the Corporation is 1163 West 70th Place, Hialeah, FL 33014 and the name of the initial registered agent of the Corporation at such address is Yude Gilberto Abdala.

**ARTICLE V**

The initial mailing address for the Corporation is 1163 West 70th Place, Hialeah, FL 33014.

**ARTICLE VI**

The Corporation shall have two (2) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-laws but shall never be less than one (1). The names and addresses of the initial Directors are as follows:

- Yude Gilberto Abdala  
1163 West 70th Place  
Hialeah, FL 33014
  
- Andrew Carlson  
1163 West 70th Place  
Hialeah, FL 33014

#### **ARTICLE VII**

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that such person is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### **ARTICLE VIII**

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions.

#### **ARTICLE IX**

The Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

#### **ARTICLE X**

The name and address of the incorporator of this Corporation is Yude Gilberto Abdala, 1163 West 70th Place, Hialeah, FL 33014.

#### **ARTICLE XI**

The Board of Directors and Shareholders may amend, repeal or adopt any By-law of and for the Corporation, but the Shareholders may prescribe that any By-law so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

**ARTICLE XII**

The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of April, 1995.

  
\_\_\_\_\_  
YUDE GILBERTO ABDALA

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Statutes, as amended.

  
\_\_\_\_\_  
YUDE GILBERTO ABDALA

/leh/104399

FILED  
95 APR 20 PM 9 26  
SEC. OF  
TALLAHASSEE, FLORIDA