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LAW OFFICES  
WILLIAM C. SUSSMAN, P.A.

1570 MADRUGA AVENUE • SUITE 311  
CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 662-1991  
TELEFAX (305) 661-9982

May 17, 1995

VIA UPS Tracking #0565 2289 614

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

300001493573  
-05/18/95--01084--004  
\*\*\*122.50 \*\*\*122.50


Re: East West Ventures, Inc.  
Our File No: 95-076

Dear Sir or Madame:

Enclosed please find an original and one copy of Articles of Incorporation along with our check in the amount of \$122.50 representing the filing fees for same.

After filing, please return a certified copy of the Articles to me in enclosed UPS prepaid envelope.

Sincerely,

  
Norma Pritchard  
Legal Assistant

cc: Philip Harris (w/enclosure)

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EFFECTIVE DATE

May 17th, 1995

95 MAY 18 AM 8:39

FILED

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5/22/95

FILED

95 MAY 18 AM 9:39

ARTICLES OF INCORPORATION  
OF  
EAST-WEST VENTURES, INC.

THE UNDERSIGNED, desiring to incorporate a business corporation under the provisions of the Florida General Corporation Act does hereby certify:

1. The name of the corporation is **EAST-WEST VENTURES, INC.**
2. The term for which the corporation is to exist is perpetual.
3. The general nature of the business to be transacted by the corporation shall be to engage in and to do any lawful act permitted under the laws of the United States of America and of the State of Florida.
4. The aggregate number of shares of capital stock which the corporation shall have the authority to issue is 1000 shares of Common Stock having a par value of \$.01 each.
5. The initial registered office of the corporation shall be located at **1570 Madruga Avenue, Suite 311, Coral Gables, Florida 33146**. The initial Registered Agent shall be **William C. Sussman**.
6. The initial Board of Directors shall be comprised of five (5) members. The number of directors may be either increased or diminished from time to time as permitted in the bylaws but shall never be less than one director.

The names and addresses of the initial directors are:

Philip Harris, PhD.  
7709 Lakeside Blvd.  
Boca Raton, FL 33434

Chang Yu, M. D.  
705 Patton Circle, Apt. #3  
Winterville, NC 28590

Glenn D. Harris, M.D.  
Route 8, Box 708  
Greenville, NC 27834

Irma Fiordalisi, M. D.  
Route 8, Box 708  
Greenville, NC 27834

Carol C. Harris, B.B.A.  
7709 Lakeside Boulevard  
Boca Raton, FL 33434

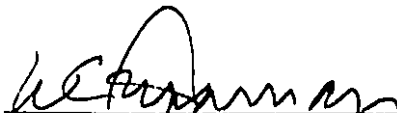
EFFECTIVE DATE  
May 17, 1995

7. The name and address of the incorporator hereof is:

William C. Sussman  
1570 Madruga Avenue, Suite 311  
Coral Gables, FL 33146

8. The corporation shall indemnify any incorporator, officer or director, or any former officer or director, to the full extent permitted by law.
9. The formation of the corporation shall be effective as of the date of execution of these Articles by the Incorporator.

In Witness Whereof, the undersigned has hereunto set his hand and seal this 17th day May, 1995.



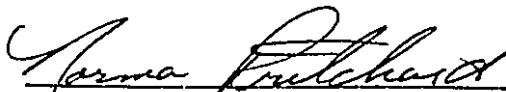
William C. Sussman  
Incorporator

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared William C. Sussman, who, upon being duly sworn, acknowledges that he executed the foregoing Articles of Incorporation, freely and voluntarily and for the purposes therein expressed. He is personally known to me and has/has not taken an oath.

Witness, my hand and seal in the County and State last aforesaid this 17th day of May, 1995.



Notary Public, State of Florida at Large  
(Print Name) Norma Pritchard

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

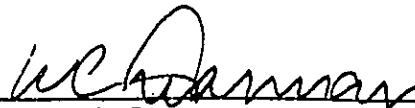
**EAST-WEST VENTURES, INC.**, desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at **1570 Madruga Avenue, Suite 311, Coral Gables, FLorida 33146** has named **William C. Sussman** of **1570 Madruga Avenue, Suite 311, Coral Gables, Florida 33146**, as its Agent to accept service of process within Florida.



**William C. Sussman**  
**Incorporator**

**Date: May 17, 1995**

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, 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.



**William C. Sussman**  
**Registered Agent**

**Date: MAY 17, 1995**

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Scott A. Marcus  
Attorney at Law  
25 West Taylor Street, Suite 1019  
Miami, Florida 33130  
(305) 371-5007  
Fax (305) 381-7930

November 3, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
95 NOV -6 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Re: Change to Registered Agent  
EAST-WEST VENTURES, INC.  
DATE OF INCORPORATION: 5-17-95  
DOCUMENT NUMBER: P95000040047

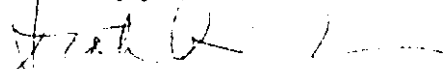
Dear Records Bureau:

In connection with the above-captioned matter, enclosed please find the Statement of Change of Registered Agent form, together with my trust account check made payable to your order in the sum of \$35.00 representing the cost of filing this document.

Please record this document modifying the registered agent of the corporation.

Thank you for your courtesy and cooperation.

Very truly yours,

  
Scott A. Marcus

SAM/mp  
Enclosure

300001630703  
-11/07/95--01054--017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RA Chg.

Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

FILED  
95 NOV -6 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1a. The name of the corporation is: EAST-WEST VENTURES, INC.

1b. The mailing address of the corporation is: 7709 Lakeside Blvd.  
Boca Raton, FL 33434

1c. Date of incorporation: MAY 17, 1995 Document number: P 95000040047

2. The name and address of the current registered agent and office:

William C. Sussman  
1570 Madruga Avenue, Suite 311  
Coral Gables, FL 33146

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Scott A. Marcus  
25 West Flagler Street (1019)  
Miami, FL 33130

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Philip Harris, Ph.D.  
(Signature of an officer, chairman or  
vice chairman of the board)

OCT. 26, 1995  
(Date)

PHILIP HARRIS, Ph.D. PRESIDENT  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Scott A. Marcus  
(Signature of Registered Agent)

11-2-95  
(Date)

If signing on behalf of an entity:

SCOTT A. MARCUS  
(Typed or Printed Name)

AGENT  
(Capacity)

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