

**P95000045351**

**HOLTZMAN, KRINZMAN, EQUELS, SIGARS & FURIA**

ATTORNEYS AT LAW

2601 SOUTH BAYSHORE DRIVE

SUITE 600

MIAMI, FLORIDA 33133

TELEPHONE (305) 859-7700

TELEFAX (305) 859-9996

June 2, 1995

RECEIVED  
JUN 6 1995  
FEDERAL EXPRESS

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: The Givens Group, Inc.  
Our File No. 95-1228

**EFFECTIVE DATE**

6-2-95

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation of The Givens Group, Inc., a Florida corporation. Also enclosed is a check for \$122.50 made payable to the Department of State for payment of the filing and certified copy fee.

Please file the Articles as per the regular procedures and return the copy, certified, in the self-addressed stamped envelope provided herewith for your convenience.

Your cooperation in this matter is greatly appreciated.

40001507504  
-06/07/95--01076--019  
\*\*\*122.50 \*\*\*122.50

Very truly yours,

HOLTZMAN, KRINZMAN, EQUELS,  
SIGARS & FURIA

*Judy L. Wikel*

Judy L. Wikel  
Legal Assistant

/jlw  
Enclosures

WPWIN-26960

JUN 12 1995

**EFFECTIVE DATE**  
6-2-95

**ARTICLES OF INCORPORATION  
OF  
THE GIVENS GROUP, INC.**

**FILED**  
95 JUN -6 PM 6:50  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of The Givens Group, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

The Givens Group, Inc.

**ARTICLE II. ADDRESS**

The mailing address of the corporation is:

2870 Hampton Circle West  
Delray Beach, Florida 33445

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on June 2, 1995.

**ARTICLE IV. PURPOSE**

The corporation is organized to perform any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 2601 South Bayshore Drive, Suite 600, Miami, Florida 33133, and the name of the corporation's initial registered agent at that address is HKES&F Registered Agent Corp.

## ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased from time to time, as provided by the bylaws, but shall never be less than one. The name and street address of the initial director is:

Name

Address

Ann A. Mattera

2870 Hampton Circle West  
Delray Beach, Florida 33445

## ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Arthur J. Furia

2601 South Bayshore Drive  
Suite 600  
Miami, Florida 33133

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

## ARTICLE IX. INDEMNIFICATION.

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

## ARTICLE X. BYLAWS

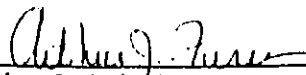
The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any

bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE XI - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this \_\_\_\_ day of June, 1995.

  
\_\_\_\_\_  
Arthur J. Furia, Incorporator

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

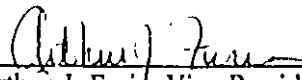
FILED  
JUL-6 PM 6:50  
CLERK OF COURT  
JUL-6 PM 6:50  
CLERK OF COURT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Outpatient Diagnostics, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at Miami, State of Florida, has named HKES&F Registered Agent Corp., as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

  
\_\_\_\_\_  
Arthur J. Furid, Vice President  
HKES&F Registered Agent Corp.

HOLTZMAN, KRINZMAN, EQUELS & FURIA

ATTORNEYS AT LAW

2601 SOUTH BAYSHORE DRIVE

SUITE 600

MIAMI, FLORIDA 33133

TELEPHONE (305) 359-9900

TELEFAX (305) 359-9900

16 WEST PINE STREET

MIRAMONTE, FLORIDA 33101

TELEPHONE (407) 839-0095

TELEFAX (407) 839-2050

April 2, 1996

REPLY TO

MIAMI

VIA CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

800001 771 498  
04/03/96 01:07:00  
\*\*\*\*\*7.50 \*\*\*\*\*7.50

Re: The Givens Group, Inc.  
File No. 96-1102

Dear Sir or Madam:

Enclosed is an original and one copy of a Resignation of Registered Agent for The Givens Group, Inc., a Florida corporation. Also enclosed is our check in the amount of \$87.50 for payment of the filing fee.

Please file the Resignation as per the regular procedures and return the stamped copy in the self-addressed stamped envelope enclosed for your convenience.

Your cooperation in this matter is greatly appreciated.

Very truly yours,

HOLTZMAN, KRINZMAN,  
EQUELS & FURIA, P.A.

*Judy Wikel Baxter*  
Judy Wikel Baxter  
Legal Assistant

/jwb  
Enclosures

W1WIN-38802

*Handwritten notes:*  
945 0000 453  
2A Red 96  
4.5

FLORIDA DEPARTMENT OF STATE, JIM SMITH, SECRETARY OF STATE

RESIGNATION OF REGISTERED AGENT  
FOR THE GIVENS GROUP, INC.

Pursuant to the provisions of Section 607.1502(2), Florida Statutes, the undersigned, HKE&F Registered Agent Corp., hereby resigns as Registered Agent for The Givens Group, Inc., a Florida corporation.

A copy of this resignation was mailed to the above-listed corporation at its last known address.

The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.

FILED  
36 APR 25 AM 11:31  
TALLAHASSEE, FLORIDA

Arthur J. Furia  
Arthur J. Furia, Vice President  
HKE&F REGISTERED AGENT CORP.

FILING FEE FOR THIS DOCUMENT:

\$87.50 - Active Corporation  
\$35.00 - Administratively Dissolved Corporation

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314



P95000045351

FLORIDA DEPARTMENT OF STATE  
Sandra B. Matham  
Secretary of State

July 26, 1996

THE GIVENS GROUP, INC.  
2870 HAMPTON CIRCLE WEST  
DELRAY BEACH, FL 33445

SUBJECT: THE GIVENS GROUP, INC.

Document #: P95000045351

Due to your failure to respond to our letter advising you of your corporation not maintaining a registered agent and giving you 60 days notice of our intent to dissolve the above corporation, this corporation is now administratively dissolved.

A Certificate of Dissolution is enclosed.

If you have any questions concerning this matter, please call (904) 487-6916.

Carol Mustain  
Corporate Specialist  
Amendment Section  
Division of Corporations

Letter Number: 996A00036113



# State of Florida



Department of State

## CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for THE GIVENS GROUP, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of July 26, 1996 for failure to designate and maintain a registered agent, as required by law.

The document number of this corporation is P95000045351.

GIVEN under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Twenty-sixth day of July, 1996



CR2EO22 (1-95)

*Sandra B. Northam*

Sandra B. Northam  
Secretary of State



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

May 14, 1996

THE GIVENS GROUP, INC.  
2870 HAMPTON CIRCLE, WEST  
DELRAY BEACH, FL 33445

SUBJECT: THE GIVENS GROUP, INC.  
Ref. Number: P95000045351

Our records indicate the registered agent for the above named corporation resigned on April 5, 1996 and that the corporation currently does not have a registered agent designated.

Chapter 607, Florida Statutes, requires this office to give 60 days notice of our intent to dissolve a corporation for failure to appoint and maintain a registered agent.

This letter is our notice of intent to dissolve the above named corporation 60 days from the date of this letter if a registered agent is not properly designated.

Enclosed is registered agent designation application for you to complete and return with a filing fee of \$35.

If you should need any further information, please contact our office at (904)-487-6050.

Carol Mustain  
Corporate Specialist

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.  
AMOUNT DUE ON OR BEFORE 8/7/96: \$725 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

PROFIT  
CORPORATION  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Northam  
Secretary of State  
DIVISION OF CORPORATIONS

APPROVED  
AND  
FILED

96 NOV 18 PM 1:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOCUMENT # P95000045351 (0)

1. Corporation Name

THE GIVENS GROUP, INC.

REINSTATEMENT 1996



Principal Place of Business

Mailing Address

2870 HAMPTON CIRCLE, WEST  
DELRAY BEACH FL 33445

2870 HAMPTON CIRCLE, WEST  
DELRAY BEACH FL 33445

3. Date Incorporated or Qualified

06/02/1995

3a. Date of Last Report

6/1/96

2. Principal Place of Business

21 10570 HARICH LANE

2a. Mailing Address

28 10570 HARICH LANE

4. FE# Number

65-0596616

Applied For

Not Applicable

Suite, Apt #, etc

Suite, Apt #, etc

City & State

23 BOCA RATON FLORIDA

City & State

28 BOCA RATON FLA

Zip

24 33498

Country

25 USA

Zip

29 33498

Country

30 USA

5. Certificate of Status Desired



\$8.75 Additional  
Fee Required

6. Election Campaign Financing  
Trust Fund Contribution



\$5.00 May Be  
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,  
Florida Statutes



Yes



No

9. Name and Address of Current Registered Agent

ART FURIA ESQ.

Miami Florida

10. Name and Address of Now Registered Agent

81 Name

JOHN MATTERA

82 Street Address (P.O. Box Number Is Not Acceptable)

10570 HARICH LANE

83

84 City

BOCA RATON

FL

85 Zip Code

33498

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, to the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

JOHN A. MATTERA

11/19/96 8/4/96

12. OFFICERS AND DIRECTORS

DELETE

1. TITLE

NAME

STREET ADDRESS

CITY, ST, ZIP

D  
MATTERA, ANN A  
2870 HAMPTON CIRCLE, WEST  
DELRAY BEACH FL 33445

DELETE

2. TITLE

NAME

STREET ADDRESS

CITY, ST, ZIP

DELETE

3. TITLE

NAME

STREET ADDRESS

CITY, ST, ZIP

DELETE

4. TITLE

NAME

STREET ADDRESS

CITY, ST, ZIP

DELETE

5. TITLE

NAME

STREET ADDRESS

CITY, ST, ZIP

DELETE

6. TITLE

NAME

STREET ADDRESS

CITY, ST, ZIP

DELETE

7. TITLE

NAME

STREET ADDRESS

CITY, ST, ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1. TITLE

NAME

STREET ADDRESS

CITY, ST, ZIP

D  
PATRICIA STICLIANO  
10570 HARICH LANE  
BOCA RATON FLORIDA 33498

2. TITLE

NAME

STREET ADDRESS

CITY, ST, ZIP

P/V  
RICHARD SCHANDER  
2870 HAMPTON CIRCLE WEST  
DELRAY BEACH FLORIDA 33445

3. TITLE

NAME

STREET ADDRESS

CITY, ST, ZIP

900002010853-4  
-11/21/96--01033--004  
\*\*\*\*383.75 \*\*\*\*383.75

4. TITLE

NAME

STREET ADDRESS

CITY, ST, ZIP

5. TITLE

NAME

STREET ADDRESS

CITY, ST, ZIP

6. TITLE

NAME

STREET ADDRESS

CITY, ST, ZIP

7. TITLE

NAME

STREET ADDRESS

CITY, ST, ZIP

REINSTATEMENT 1996

11-20-96

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

11/19/96 561/479/4307

CR2E034 (3/96)