

95000047423

WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.  
ATTORNEYS AT LAW

THOMAS H. WYNN  
J. P. CARMAN, III  
JAMES STEWART CARMAN, III  
J. JEFFREY DUBREY  
HUNTER DIVER, JR.  
JAMES C. HYERST  
JAMES L. PLY  
WYNNE E. FRANKLIN  
NANCY S. FRANKLIN  
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CHRISTOPHER L. HANZHAUER  
PATRICIA P. LINTHROP  
ROBERT P. MANN  
C. ROBERT MCCARTHERN  
WILLIAM H. MCCARTHERN, JR.  
BENJAMIN J. DUBREY  
THOMAS A. SIMSER, JR.  
WILLIAM A. WALKER, II  
HAROLD A. WARD, III  
W. URBAN WHITE  
VICTOR E. WYNN  
WYNNE E. HAINES  
(WYNNE)

W. H. WINDERWEEDLE (1906 - 1979)

June 14, 1995

BARNETT BANK BUILDING  
250 PARK AVENUE, SUITE 1100  
P.O. BOX 1100  
WINTER PARK, FLORIDA  
ZIP CODE 32790-1100  
(407) 644-5112  
TELEPHONE (407) 644-5711

Orlando

VIA FEDERAL EXPRESS

BARNETT BANK CENTER - SUITE 601  
590 NORTH ORANGE AVENUE  
P.O. BOX 1591  
ORLANDO, FLORIDA  
ZIP CODE 32802-1591  
(407) 425-4246  
TELEPHONE (407) 425-7014

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

4000001514314  
-06/15/95--010/15--0006  
\*\*\*122.50 \*\*\*122.50

Enclosed please find the following documents pursuant to the incorporation of SEO MEDICAL INC.:

1. The executed Articles of Incorporation of:  
SEO MEDICAL INC.
2. A copy of the executed Articles of Incorporation to be certified and returned.
3. A check in the amount of \$122.50 to cover the following items:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Certified copy/ Articles of Incorporation	\$52.50
TOTAL	\$122.50

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Sincerely,

Thomas A. Simser, Jr.

EFFECTIVE DATE

JUN 14 1995

TAS:mdf  
Enclosures

FILED  
95 JUN 15 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**SEO MEDICAL INC.**

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

**ARTICLE I - Name**

The name of this corporation shall be:

SEO MEDICAL INC.

**FILED**  
95 JUN 15 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II - Business and Activities**

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - Capital Stock**

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV - Term of Existence**

The effective date upon which this Corporation shall come into existence shall be June 14, 1995, and it shall exist perpetually thereafter unless dissolved according to law.

**EFFECTIVE DATE**

JUN 14 1995

ARTICLE V - Initial Corporate Office,  
Initial Registered Office and Agent

The street address and mailing address of the initial corporate office is 3414 North Orange Blossom Trail, Orlando, Florida 32804. The initial registered office of this Corporation is 390 North Orange Avenue, Suite 600, Orlando, Florida 32801, and the name of the initial registered agent of this Corporation at that address is Thomas A. Simser, Jr.

ARTICLE VI - Directors

A. The initial number of Directors of this Corporation shall be six (6).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation. In no event, however, shall the number of Directors be less than one (1).

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Dr. William Schwartz	3414 N. Orange Blossom Trail Orlando, Florida 32804

Edward Adamkiowicz	3414 N. Orange Blossom Trail Orlando, Florida 32804
Dr. Peter Moulton	3414 N. Orange Blossom Trail Orlando, Florida 32804
Dr. Charles Bridges	3414 N. Orange Blossom Trail Orlando, Florida 32804
Kenneth Kraft, Jr.	3414 N. Orange Blossom Trail Orlando, Florida 32804
Harold A. Ward, III	3414 N. Orange Blossom Trail Orlando, Florida 32804

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### ARTICLE VII - Incorporator

The name and street address of the Incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Thomas A. Simser, Jr.	390 North Orange Avenue Suite 600 Orlando, Florida 32801

#### ARTICLE VIII - Indemnification

The Corporation shall indemnify each of its officers and directors, whether or not then in office, and his executor, administrator or heirs, against any and all actual expenses actually and necessarily incurred by him, including, but not limited to attorneys' fees, in connection with the defense of any litigation, administrative procedure or suit to which he may have been made a party because he is or was a director or an officer of the Corporation. He shall have no right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the Corporation for negligence or misconduct in the performance of his duties. The right to indemnity for expenses settled if the court having jurisdiction of the action shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such officer or director may be entitled.

#### ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

#### ARTICLE X - Amendment to Articles

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 Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

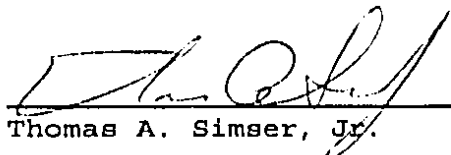
ARTICLE XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

ARTICLE XII - No Preemptive Rights

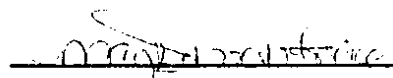
No Shareholder of this Corporation shall have any preemptive or preferential right, as there are defined by law, to subscribe for or purchase shares or securities which the Corporation may from time to time issue or sell.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of June, 1995.

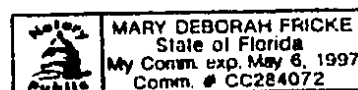
  
Thomas A. Simser, Jr.

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 14th day of June, 1995, by Thomas A. Simser, Jr. He is personally known to me ~~or has produced~~ \_\_\_\_\_ as identification and [did/did not] take an oath.

  
NOTARY SIGNATURE

Mary Deborah Fricke  
NOTARY NAME PRINTED  
Notary Public  
My Commission Expires: 5/6/97



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of SEO MEDICAL INC.

  
Thomas A. Simser, Jr.

**FILED**

95 JUN 15 PM 2:45

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

# P45000047423

## WINDERWEEDLE, FLAINES, WARD & WOODMAN, P.A.

ATTORNEYS AT LAW

W. H. WINDERWEEDLE (1900 - 1979)

July 18, 1995

TUCKER H. BYRD  
J. P. CAROLAN, III  
JAMES EDWARDS, III  
J. JERRY DORR  
JOHN H. EYER, JR.  
LYNN C. EVERETT  
JAMES L. FLY  
WYNNE H. FRANKLIN  
NANCY R. FREEMAN  
JOHN H. HAINES  
GREGORY L. HOLTZHAUSEN  
PAULA F. HOUTENRY  
ROBERT P. MAJER  
C. RYAN MCCABRE  
WILLIAM H. ROBINSON, JR.  
RANDELL J. RYAN  
THOMAS A. SIMMONS, JR.  
WILLIAM A. WALDRON II  
BARBARA A. WARD, III  
W. LORIAN WILLY  
VICTOR H. WOODMAN  
WINDER H. HAINES  
OF COUNSEL

REPLY TO

Orlando

HARNETT BANK BUILDING  
2ND FLOOR, SUITE 200  
WINTER PARK, FLORIDA  
ZIP CODE 32789-0000  
(407) 844-0512  
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PO BOX 1501  
ORLANDO, FLORIDA  
ZIP CODE 32816-1501  
(407) 423-4246  
TELEFAX (407) 423-7014

300001543723  
-07/24/95--01024--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Annette Hogan  
Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: SEO MEDICAL INC.

Dear Ms. Hogan:

Per our conversation earlier today, enclosed please find Articles of Amendment to Articles of Incorporation for the referenced corporation, a check for \$87.50 to cover the filing fee and a copy of the Amendment to be certified and returned. I appreciate your prompt attention to this matter as the Corporation is requesting that this Amendment be filed as soon as possible.

Should you have any questions, please do not hesitate to call me at 407-423-4246. Thank you again for your personal attention to this matter.

W.P. Verlyer

Sincerely,

M. Deborah Fricke  
Corporate Legal Assistant

\mdf  
Enclosures

FILED  
JUL 19 1995  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
SEO MEDICAL INC.**

**FILED**  
95 JUL 19 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WHEREAS, the name of the Corporation is SEO Medical Inc.,  
and

WHEREAS, the Corporation was incorporated pursuant to the  
provisions of the Florida General Corporation Act, on June 14,  
1995; and

WHEREAS, the undersigned Corporation, by and through its  
Incorporator and pursuant to the provisions of Section 607.1005  
of the Florida Statutes, wishes to amend the aforesaid Articles  
of Incorporation; and

WHEREAS, the Incorporator amends the aforesaid Articles of  
Incorporation in the manner hereinafter set forth; and

WHEREAS, this amendment was adopted as of July 18, 1995 by  
the Incorporator as the Corporation has not yet issued shares;

NOW, THEREFORE, the undersigned hereby amends the Articles  
as follows:

1. Article III - Capital Stock of the Articles of  
Incorporation of the Corporation is hereby amended to read as  
follows:

"ARTICLE III - Capital Stock

The authorized capital stock of this Corporation and  
the maximum number of shares of stock that this Corporation is  
authorized to issue and have outstanding at any one time is  
10,000,000 shares of common stock having a par value of \$0.01 per  
share."

2. Except as modified herein, the Articles of Incorporation  
of said Corporation shall be and remain in full force and effect.

IN WITNESS WHEREOF, these Articles of Amendment have been executed as of the 18th day of July, 1995.

SEO MEDICAL INC., a Florida corporation

By: Thomas A. Simser, Jr.  
Thomas A. Simser, Jr.,  
Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared Thomas A. Simser, Jr., the Incorporator of SEO Medical Inc., who is to me well known to be the person described in and who subscribed to the above Articles of Amendment to Articles of Incorporation; and he did fully and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein pertained and set forth. He [X] is personally known to me or [ ] has produced \_\_\_\_\_ as identification and [did/did not] take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orlando, Orange County, Florida, this 18th day of July, 1995.

Mary Deborah Fricke  
NOTARY SIGNATURE

Mary Deborah Fricke  
NOTARY NAME PRINTED  
Notary Public; State of Florida  
My Commission Expires: 5/6/97

