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PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 625799 4656B

AUTHORIZATION :

*Patricia Pizit*

COST LIMIT : \$ 122.50

FILED  
95 JUN 23 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : June 23, 1995

ORDER TIME : 3:27 PM

ORDER NO. : 625799

200001522502

CUSTOMER NO: 4656B

CUSTOMER: Kristy Hair, Legal Assistant  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
15th Floor  
515 East Las Olas Boulevard  
Fort Lauderdale, FL 33301

*Teresa  
Please backdate  
to 6/23 after  
11:19 am  
J. M. M. M.  
File 2nd*

DOMESTIC FILING

NAME: FRIEDBERG MEDICAL GROUP, INC.

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

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

*Teresa,  
The client  
needs today's  
(6/23) file date  
~~I will send the~~  
~~original Monday~~  
-Thanks  
*Karen**

T. BROWN JUN 26 1995

**ARTICLES OF INCORPORATION  
OF  
FRIEDBERG MEDICAL GROUP, INC.**

**(a Florida corporation)**

**FILED**  
95 JUN 23 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the Corporation is **FRIEDBERG MEDICAL GROUP, INC.**  
(hereinafter called the "Corporation").

**ARTICLE II - CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE III - MAILING ADDRESS**

The current mailing address of the principal place of business of the Corporation is c/o HPC America, Inc., One Hook Road, P.O. Box 1188, Sharon Hill, Pennsylvania 19079.

**ARTICLE IV - INITIAL BOARD OF DIRECTORS**

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The name of the initial director of the Corporation is Raymond A. Mirra, Jr.

**ARTICLE V - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at that address is Corporation Service Company.

#### ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is Francis B. Brogan, Jr., c/o Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel, P.A., 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

#### ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

#### ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

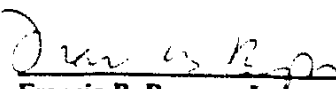
#### ARTICLE IX - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

#### ARTICLE X - AMENDMENT


These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of FRIEDBERG MEDICAL GROUP, INC. this 23<sup>rd</sup> day of June, 1995.

  
Francis B. Brogan, Jr.  
Incorporator

CONSENT OF REGISTERED AGENT  
OF  
FRIEDBERG MEDICAL GROUP, INC.

The undersigned, Corporation Service Company, whose business address is 1201 Hays Street, Tallahassee, Florida 32301, hereby accepts appointment as the initial registered agent of FRIEDBERG MEDICAL GROUP, INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

  
Corporation Service Company  
Registered Agent  
Karen B. Rozar

FILED  
95 JUN 23 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA