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CAPITAL CONNECTION, NRC.	
417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222	RE: Grey Medical Enterprises Inc
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11 7529-7 FONDERS INC., THOMASYNLE, GA	

ARTICLES OF INCORPORATION

FILED 95 JUL 13 PH 12: 15 SECRETARY FOR STATE TALLAHASSEE, FLORIDA

GREY MEDICAL ENTERPRISES, INC.

OF

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopt the following Article of Incorporation:

ARTICLE I

<u>Name</u>

The name of this corporation is: GREY MEDICAL ENTERPRISES, INC.

ARTICLE II

Term of Existence

This corporation shall have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power:

(a) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(b) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of

all or part of its assets.

(c) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(d) To have and exercise all powers necessary or convenient to effect its purposes permitted under the laws of the State of Florida.

ARTICLE V

Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be **100** shares having no par value. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the shareholders at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

ARTICLE VI

Registered Agent and Initial Registered Office

The Registered Agent and the street address of the initial registered office of the corporation in the State of Florida shall be: LAWRENCE F. GREY, M.D., 4600 N. Habana Avenue, #28, Tampa, FL 33614.

ARTICLE VII

Principal Office and Mailing Address

The principal office of this Corporation and its mailing

address are: 4600 N. Habana Avenue, #28, Tampa, FL 33614.

ARTICLE VIII

<u>Management</u>

The affairs of this corporation shall be managed by its shareholders and officers. The corporation shall have no directors.

ARTICLE IX

Incorporator

The name and address of the incorporator of this corporation is LAWRENCE F. GREY, M.D., 4600 North Habana Avenue, #28, Tampa, Florida 33614.

ARTICLE X

Amendments to Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as Incorporator and Subscriber has executed the foregoing Articles of Incorporation for the uses and purposes therein stated on this 3017 day of

<u>une</u>, 1995.

STATE OF FLORIDA § COUNTY OF HILLSBOROUGH §

BEFORE ME personally appeared LAWRENCE F. GREY, who is

personally known to me (\bigwedge) or who produced as identification $(_)$ and he executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on this $\frac{2}{2} \frac{1}{2} \frac{1}{2$

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1 Jul -0 NOTARY PUBLIC I State of Florida

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(PRINT NAME) ANITA C. BRANNON

My Commission Expires: 7/22/97

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE I. ED FOR SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED 95 JUL 13 FIL12: 15

In compliance with 48.091, Florida Statutes, the following is submitted.

LAWRENCE F. GREY, M.D., desiring to organize or qualify under the laws of the State of Florida, County of Hillsborough, City of Tampa, has named LAWRENCE F. GREY, M.D., of 4600 N. Habana Ave., #28, Tampa, Florida 33614, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above states 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.

Dated this 30^{th} day of -0^{th} 1995. REY, M.D. RENCE