

P950000254838
J. KEVIN DRAKE, P.
ATTORNEY AT LAW

J. KEVIN DRAKE
MARK BRIVIK B.A. L.L.B.
Admitted in R.S.A. only

1343 MAIN STREET
SUITE 204
SARASOTA, FLORIDA 34236
PHONE (941) 954-7750
FAX (941) 951-1509

July 12, 1995

Via Federal Express

Secretary of State
State of Florida
Corporation Department
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Imperial Investments, Inc.

Dear Sir or Madam:

Enclosed you will find the Articles of Incorporation of Imperial Investments, Inc. fully executed, for filing with the Florida Secretary of State.

I have enclosed a check made payable to the Florida Secretary of State in the amount of \$122.50 for the cost of filing said Articles. Please forward a certified copy of the Articles to the undersigned.

Thank you for your assistance and please do not hesitate to call me if you have any questions.

Very truly yours,

J. KEVIN DRAKE

JKD/ww
Enclosures

000001537140
-07/13/95--01071--019
****245.00 ****122.50

SECRET
TALLAHASSEE
JUL 13 1995

7/17/95
JB

ARTICLES OF INCORPORATION

OF

IMPERIAL INVESTMENTS, INC.

EFFECTIVE DATE
7/12/95

95 JUL 13 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name and principal office of this Corporation are:

IMPERIAL INVESTMENTS, INC.
895 Cortez Road West
Bradenton, Florida 34207

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 895 Cortez Road West, Bradenton, Florida 34207, and the name of the initial registered agent of this Corporation at that address is HANK J. F. LAI.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be:

Hank J. F. Lai
Grant H. Lee
Daw C. Miao
Address:
895 Cortez Road West
Bradenton, Florida 34207

**ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO
BOARD OF DIRECTORS**

This Corporation shall have Three (3) directors initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Hank J. F. Lai
895 Cortez Road West
Bradenton, Florida 34207

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

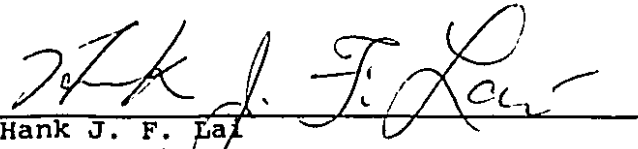
ARTICLE IX - DURATION

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

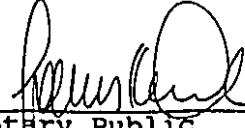
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of July, 1995.



Hank J. F. Lai
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this _____ day of July, 1995, by Hank J. F. Lai, who is personally known to me or who produced Tennessee driver's license No. 77833412 as identification and who did not take an oath.



Notary Public
Print Name: J. Kevin Drake
My Commission expires: _____
[SEAL]



OFFICIAL SEAL
J. KEVIN DRAKE
My Commission Expires
March 2, 1996
Comm. No. CC 178162

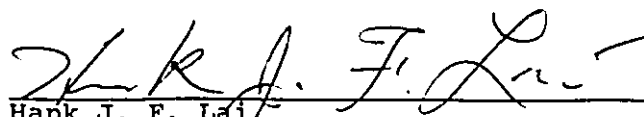
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That IMPERIAL INVESTMENTS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Bradenton, County of Manatee, State of Florida, has named Hank J. F. Lai, located at 895 Cortez Road West, Bradenton, Florida 34207, County of Manatee, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

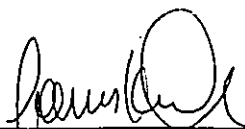
Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Hank J. F. Lai
Resident Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 12th day of July, 1995, by Hank J. F. Lai, who is personally known to me or who produced Tennessee Driver's license # 77833412 as identification and who did not take an oath.



NOTARY PUBLIC
Print Name: _____
My Commission expires: _____
[SEAL]



OFFICIAL SEAL
J. KEVIN DRAKE
My Commission Expires
March 2, 1996
Comm. No. CC 178162

P95000054838

J. KEVIN DRAKE, P.A.
ATTORNEY AT LAW

J. KEVIN DRAKE
MARK BRIVIK B.A. L.L.B.
Admitted in R.S.A. only

1343 MAIN STREET
SUITE 204
SARASOTA, FLORIDA 34236
PHONE (941) 954-7760
FAX (941) 951-1609

November 7, 1995

Secretary of State
State of Florida
Corporation Department
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Imperial Investments, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Amendment to the Articles of Incorporation for the above referenced corporation. My firm's check in the amount of \$87.50 is enclosed for the filing fee. Please provide a certified copy of the Articles of Amendment to the undersigned.

Thank you.

Very truly yours,

Lucia Shoemaker

LUCIA SHOEMAKER
Legal Assistant

/ls
Encls.

Amend

VS NOV 13 1995

NOV 13 1995

RECEIVED
11/13/95
TALLAHASSEE, FLORIDA

FILED
95 NOV -7 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF
IMPERIAL INVESTMENTS, INC.

FILED
95 NOV -7 AM 8:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PURSUANT to its Articles of Incorporation and Bylaws, the following provision of the Articles of Incorporation of Imperial Investments, Inc., a Florida corporation, filed in Tallahassee, Florida on July 13, 1995, be an they hereby are amended in the following particulars:

Article III is hereby deleted and the following is substituted therefore:

ARTICLE III - Capital Stock

This Corporation is authorized to issue ONE THOUSAND ONE HUNDRED TWENTY FIVE (1,125) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

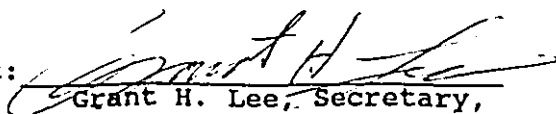
The foregoing Amendment was adopted by written consent of all shareholders entitled to vote and unanimous consent of the directors of the Corporation on the 2nd day of October, 1995.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 2nd day of October, 1995.



Hank F. Lai, President, Director and
Shareholder

Attest:



Grant H. Lee, Secretary,
Director and Shareholder

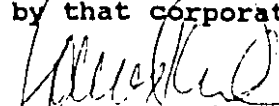
[CORP SEAL]

STATE OF FLORIDA
COUNTY OF MANATEE

THE FOREGOING INSTRUMENT was acknowledged before me on the 2nd day of October, 1995 by HANK J. F. LAI, as President of IMPERIAL INVESTMENTS, INC., a Florida corporation,
[X] who is personally known to me or
[] who has produced _____ as identification and who did not take an oath, who executed the foregoing instrument, and he acknowledged before me that he executed it in the name of and for that corporation, affixing its corporate seal, and that he was duly authorized by that corporation to do so.



OFFICIAL SEAL
J. KEVIN DRAKE
My Commission Expires
March 2, 1996
Comm. No. CC 178162



Notary Public

Print Name: J. Kevin Drake

My commission expires: _____

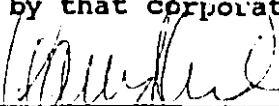
[SEAL]

STATE OF FLORIDA
COUNTY OF MANATEE

THE FOREGOING INSTRUMENT was acknowledged before me on the 2nd day of October, 1995 by GRANT LEE, as Secretary of IMPERIAL INVESTMENTS, INC., a Florida corporation,
[X] who is personally known to me or
[] who has produced _____ as identification and who did not take an oath, who executed the foregoing instrument, and he acknowledged before me that he executed it in the name of and for that corporation, affixing its corporate seal, and that he was duly authorized by that corporation to do so.



OFFICIAL SEAL
J. KEVIN DRAKE
My Commission Expires
March 2, 1996
Comm. No. CC 178162



Notary Public

Print Name: Grant Lee

My commission expires: _____

[SEAL]

P9500054839

LAW OFFICES
HUMBERTO R. DOMINGUEZ, P.A.
2900 Bridgeport Avenue
Suite 401
Miami, Florida 33133

HUMBERTO R. DOMINGUEZ
CHRISTINE DIARINO

TELEPHONE:
(305) 461-3626
TELEFAX:
(305) 446-5856

June 30, 1995

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

Re: Intromed, Inc.

300001533623
-07/10/95--01060--007
****122.50 ****122.50

Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Incorporation of the above-referenced Corporation together with a check in the amount of \$122.50 to cover the filing fee. Also, enclosed is a self-addressed, stamped envelope so you may mail us the certified copy of the Articles of Incorporation.

Very truly yours,


HUMBERTO R. DOMINGUEZ

HRD:ja
Enclosures

U. BROWN JUL 17 1995

ARTICLES OF INCORPORATION

OF

INTROMED, INC.

ARTICLE I

NAME AND PRINCIPAL CORPORATE ADDRESS

The name of this Corporation is: INTROMED, INC.

The principal mailing address of this Corporation is: 4237
S. W. Fifth Street, Miami, Florida 33134.

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, and to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

INTROMED, INC. shall be incorporated as an "S" corporation and shall have "S" corporate status, pursuant to the small business election.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue one hundred (100) shares of Common Stock having a par value of one (\$1.00) dollar per share. The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the

Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued. Shareholders of the Corporation will have preemptive rights.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be: 4237 Southwest Fifth Street, Miami, Florida 33134.

The name of the initial registered agent of this Corporation at that address shall be: Dr. Hector S. Rodriguez.

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be executed by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII

DIRECTORS

NAMES AND STREET ADDRESSES

The names and street addresses of the members of the First Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

| <u>NAME</u> | <u>STREET ADDRESS</u> |
|---|---|
| Dr. Hector S. Rodriguez President | 4237 S. W. Fifth Street Miami, Florida 33134 |
| Dr. Mario Antonio Reyes Director/Secretary | 4237 S. W. Fifth Street Miami, Florida 33134 |
| Diego Jesus Jimenez Vice-President/Treasurer | 4237 S. W. Fifth Street Miami, Florida 33134 |

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

| <u>NAME</u> | <u>STREET ADDRESS</u> |
|-------------------------|---|
| Dr. Hector S. Rodriguez | 4237 S. W. Fifth Street Miami, Florida 33134 |

ARTICLE IX

SPECIAL PROVISIONS

The Corporation shall have all corporate powers permitted under the laws of the United States and of the State of Florida. The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the

Corporation, its stockholders and directors, are adopted as part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable security conditions upon issuance of new certificates for lost certificates.

3. The original incorporators of the Corporation shall have the right upon its organization to assign and deliver their subscriptions of stock as set forth in Article VIII to any other person, or to firms or corporations who become subscribers to the capital stock of the Corporation. Upon acceptance of such assignment, such assignees shall stand in lieu of the original incorporators and assume and carry out all rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and to execution of the necessary instruments of assignment.

4. In the absence of fraud, no contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that one or more directors of the Corporation are interested in or are directors or officers of such other corporation. In the absence of fraud, no contract, act or transaction of the corporation with any person, or persons, firms or corporation shall be affected or invalidated by the fact that any director or directors of the

Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each person who becomes a director of the Corporation is relieved from any liability that otherwise might exist from contracting with the corporation for the benefit of themselves or any firm, association or corporation in which he/she otherwise may be interested in the absence of fraud. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company.

5. The Corporation shall indemnify any and all of its present and past directors and officers and any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with defense of any action, suit or proceeding in which they or any of them has been made parties or a party by reason of having been or being directors or officers or a director or officer of the Corporation or of such other corporation, except in relation to matters as to which any present or past director or officer or person shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of his/her duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreement, vote of stockholders, or otherwise. Such right of indemnification, however, shall not extend to or include

indemnification for liabilities arising under the Securities Act of 1933 as amended.

6. By affirmative vote of a majority of the directors then in office and irrespective of any personal interest of any of its members, the Board of Directors shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers, and otherwise. In addition to the authority to establish salaries, the authority vested in the Board of Directors by this paragraph shall include the authority to establish the payment of bonuses, stock options, pensions and profit sharing plans.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of July, 1995.


Hector S. Rodriguez MD
INCORPORATOR

STATE OF FLORIDA)
 : ss.
COUNTY OF DADE)

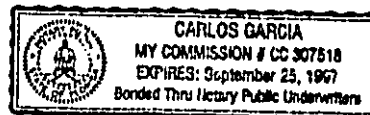
BEFORE ME personally appeared DR. HECTOR S. RODRIGUEZ to me well known to be the person described in or produced _____ as identification, and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IT WITNESS WHEREOF, I have hereunto set my hand and affixed

my official seal, the State and County aforesaid, this 5th day
of July, 1995.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, INTROMED, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 4237 S. W. Fifth Street, Miami, Florida 33134 has named DR. HECTOR S. RODRIGUEZ, located thereat as its registered agent to accept service of process within this State.

By: Hector S. Rodriguez MD
INCORPORATOR

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of the State of Florida applicable thereto.

Hector S. Rodriguez MD
DR. HECTOR S. RODRIGUEZ