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August 28, 1995

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

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-OF 1795--01079--011
*****70.00 *****70.00

RE: Viera Medical Group, Inc.

Dear Sir/Madame:

Enclosed please find the original and one copy of the Articles of Incorporation with respect to the above-referenced corporation. I would appreciate your filing this in the customary manner and returning the copy the documentation to my office. I have enclosed my office check in the amount of \$70.00 to cover this filing fee. Should anything additional be required, please do not hesitate to contact my office.

Very truly yours,

Michael S. Minot
Michael S. Minot

Enclosures

cc: Dr. Chris Finton

MSM/psg

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FILED
95 AUG 31 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patricia Gay GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

BY

Reg Agent Accept.
9-5-95
P. Ornel

10/07
8-8-95

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Viera Medical Group, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business legal under the laws of the State of Florida and of the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of capital stock of \$1.00 par value common stock.

ARTICLE V - MEMBERS

The qualification of members and the manner of their admission shall be as regulated by the bylaws.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 80 Fortenberry Road, Merritt Island, Florida 32952, with a mailing address of 80 Fortenberry Road, Merritt Island, Florida 32952, and the name of the initial registered agent of this corporation is Chris Finton, with a mailing address of 80 Fortenberry Road, Merritt Island, Florida 32952.

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

The number of persons constituting the first board shall be three and their names and addresses are as follows:

Mark Pinkowski
President

Chris Finton
V. President/
Secretary

Hany Helmy
Treasurer

ARTICLE VIII - INCORPORATOR AND REGISTERED AGENT

The name and address of the incorporator and registered agent to this corporation is as follows:

Chris Finton
80 Fortenberry Road
Merritt Island, Florida 32952

ARTICLE IX - MAILING ADDRESS

The mailing address of this corporation is 80 Fortenberry Road, Merritt Island, Florida 32952.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

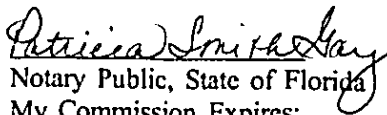
IN WITNESS WHEREOF, the undersigned hereby accepts and states that he is familiar with the duties of being a resident agent and has executed these Articles of Incorporation this 28th day of August, 1995. Having being named as Registered Agent for Viera Medical Group, Inc., I accept duties as Registered Agent.


CHRIS FINTON
Incorporator/ Registered Agent

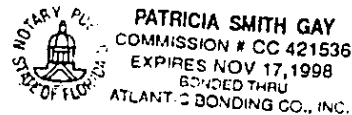
STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared, CHRIS FINTON, well known and known to me to be the Incorporator of these Articles of Incorporation, and he acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 28th day of August, 1995.


Notary Public, State of Florida
My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA