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PASTER AND RAY
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ATTORNEYS AT LAW

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August 25, 1995

Secretary of State
Division of Corporations
P.O. Box 1300
Tallahassee, FL 32302-1300

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-09/11/95--01040--018
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RE: INTEGRATED MEDICAL SOLUTIONS, INC.

Gentlemen:

Enclosed please find our check for filing the Articles of Incorporation for the above referenced, which are enclosed. Thank you for your attention in this matter.

Sincerely,


Arthur J. Cohen

AJC/prh
enclosures

FILED
95 SEP -6 AM 10:19
TALLAHASSEE, FLORIDA

SEP 7 1995

**ARTICLES OF INCORPORATION
INTEGRATED MEDICAL SOLUTIONS, INC.**

FILED
95 SEP -6 AM 10: 19
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, do hereby form a corporation for profit under Chapter 607 of the laws of the State of Florida, as follows:

ARTICLE I: NAME

The name of the corporation shall be INTEGRATED MEDICAL SOLUTIONS, INC.
The address of the principal office of this corporation shall be 6108 26th Street West, Suite 2, Bradenton, Florida, 34207 and the mailing address shall be the same.

ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue at any one time is 5,000 shares of common stock.

ARTICLE IV: REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is to be at 6108 26th Street West, Suite 2, Bradenton, Florida, 34207, and the initial registered agent at that address is ARTHUR J. COHEN.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI: DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall

have one Director, initially. The names and street addresses of the initial members of the Board of Directors are:

| <u>Director(s)</u> | <u>Address(es)</u> |
|--------------------|---|
| Arthur J. Cohen | 6108 26th Street West, Suite 2 Bradenton, FL 34207 |
| Mark Schnoerr | 6108 26th Street West, Suite 2 Bradenton, FL 34207 |
| Michael William | 6108 26th Street West, Suite 2 Bradenton, FL 34207 |
| Doug Riddle | 6108 26th Street West, Suite 2 Bradenton, FL 34207 |

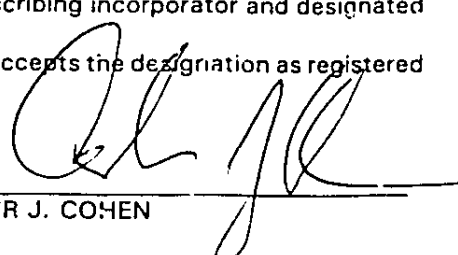
ARTICLE VII: INCORPORATORS

The corporation is being formed, and these Articles are being subscribed to by ARTHUR J. COHEN, MARK SCHNOERR, MICHAEL WILLIAM and DOUG RIDDLE.

ARTICLE VIII: REGISTERED AGENT DESIGNATION

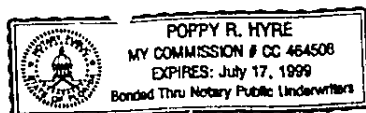
The undersigned, ARTHUR J. COHEN, is familiar with and accepts the duties and responsibilities as registered agent for INTEGRATED MEDICAL SOLUTIONS, INC.

WHEREFORE, the undersigned, as the subscribing incorporator and designated registered agent, hereby subscribes to these Articles and accepts the designation as registered agent, on the 28th day of August, 1995.


ARTHUR J. COHEN

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 28th day of August, 1995, by ARTHUR J. COHEN who is personally known to me and who did take an oath.



NOTARY PUBLIC:

sign:

print:

POPPLY R. HYRE
State of Florida at Large
(Seal)