

TRANSMITTAL LETTER

P95000072560

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: CD Ultrasound, Inc  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

95 SEP 18 PM 4:04

FILED

FROM: Carol Neil  
Name (printed or typed)

2003 - 42<sup>nd</sup> Street West  
Address

Bradenton, FL 34205  
City, State & Zip

(941) 746-2759  
Daytime Telephone number

100001587301  
-09/18/95--01062--005  
\*\*\*\*\*10.00 \*\*\*\*\*70.00

PAID  
9-20-95

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION**

**FILED**

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SEC. OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATORS, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION.

**ARTICLE I**

THE NAME OF THE CORPORATION SHALL BE CD ULTRASOUND, INC.

**ARTICLE II**

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE: CD ULTRASOUND INC.  
2003-42ND STREET WEST  
BRADENTON, FL 34205

**ARTICLES III**

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS 100 SHARES.

**ARTICLES IV**

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

DAVID NEIL  
2003-42ND STREET WEST  
BRADENTON, FL 34205

**ARTICLES V INCORPORATORS**

THE NAMES AND ADDRESS OF THE INCORPORATORS ARE:

DAVID NEIL, PRESIDENT  
2003-42ND STREET WEST  
BRADENTON, FL 34205

CAROL NEIL, VICE PRESIDENT  
2003-42ND STREET WEST  
BRADENTON, FL 34205

THE PURPOSE OF THIS CORPORATION IS TO CONDUCT AND OPERATE A CONSULTING BUSINESS, WHETHER IT BE TEACHING, PERFORMING ULTRASOUND EXAMS AND /OR SUPERVISING DEPARTMENTS

(A) TO ENGAGE IN THE PRACTICE OF ULTRASOUND, TO PERFORM SUCH DUTIES AND TO APPLY PRINCIPLES OF MEDICAL ULTRASOUND BASED ON BIOLOGICAL, PHYSICAL, AND SOCIAL SCIENCE IN THE CARE OF PATIENTS TO ENGAGE IN THE PRACTICE OF NURSING BASED ON BIOLOGICAL, PHYSICAL, AND SOCIAL SCIENCES IN THE CARE OF PATIENTS; AND TO CARRY OUT MEDICAL ORDERS FOR TREATMENT AND MEDICATIONS OF A PATIENT AS PRESCRIBED BY A LICENSED PHYSICIAN, TO CONDUCT AND OPERATE A CONSULTING BUSINESS FOR MEDICAL SYSTEMS AND TO ENGAGE IN SUCH OTHER ACTIVITIES AS ARE INCIDENTAL TO OR CONNECTED WITH THE OPERATION OF SUCH BUSINESS.

(B) TO ACQUIRE BY PURCHASE, LEASE, OR OTHERWISE HANDLE LANDS AND INTERESTS IN LANDS, AND TO OWN, HOLD, IMPROVE, DEVELOP AND MANAGE ANY REAL ESTATE SO ACQUIRED, AND TO ERECT, OR CAUSE TO BE ERECTED, BUILDINGS OR OTHER STRUCTURES, AND TO MANAGE, OPERATE, LEASE, RENT, REBUILD, ENLARGE, ALTER OR IMPROVE ANY BUILDINGS OR OTHER STRUCTURE, AND TO BUY, SELL, MORTGAGE, EXCHANGE ANY REAL ESTATE OF ANY KIND IMPROVED OR UNIMPROVED AND ANY RIGHT OR INTEREST THEREIN.

(C) TO ERECT, CONSTRUCT, MAINTAIN, IMPROVE, REBUILD, ENLARGE, ALTER, MANAGE AND CONTROL, DIRECTLY OR THROUGH OWNERSHIP OF STOCK IN ANY CORPORATION, ANY AND ALL KINDS OF BUILDINGS, HOUSES, STORES, OFFICES, SHOPS, WAREHOUSES, FACTORIES, MILLS, MACHINERY, AND PLANTS AND ANY AND ALL OTHER STRUCTURES THAT MAY AT ANY TIME BE NECESSARY, USEFUL OR ADVANTAGEOUS FOR THE PURPOSES OF THE CORPORATION, AND TO ERECT, CONSTRUCT, MAINTAIN, IMPROVE, REBUILD, ENLARGE, ALTER, MANAGE, AND CONTROL, DIRECTLY OR THROUGH OWNERSHIP OF STOCK IN ANY CORPORATION, ANY AND ALL KINDS OF BUILDINGS, HOUSES, STORES, OFFICES, SHOPS, WAREHOUSES, FACTORIES, MILLS, MACHINERY AND PLANTS, AND ANY AND ALL OTHER STRUCTURES AND ERECTIONS WHICH MAY AT ANY TIME BE NECESSARY, USEFUL, OR ADVANTAGEOUS FOR THE PURPOSES OF THE CORPORATION, AND WHICH CAN LAWFULLY BE DONE UNDER THE LAWS OF THE STATE OF FLORIDA AND SUBJECT TO THE LIMITATIONS AND RESTRICTIONS IMPOSED BY LAW. TO SELL, IMPROVE, MANAGE, DEVELOP, LEASE, MORTGAGE, DISPOSE OF, OR OTHERWISE TURN TO ACCOUNT OR DEAL WITH ALL OR ANY PART OF THE PROPERTY OF THE COMPANY.

(D) TO TAKE, PURCHASE, OR OTHERWISE ACQUIRE, AND TO OWN AND HOLD SUCH PERSONAL PROPERTY, CHATTELS, CHATTELS REAL, RIGHTS, EASEMENTS, PRIVILEGES, CHOICES IN ACTION, NOTES, BONDS, MORTGAGES, AND SECURITIES AS MAY LAWFULLY BE ACQUIRED AND HELD BY THE CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

(E) TO SELL, ASSIGN, CONVEY, EXCHANGE, LEASE AND OTHERWISE DEAL IN AND DISPOSE OF SUCH REAL AND PERSONAL PROPERTY, LANDS, BUILDINGS, RIGHTS, EASEMENTS, PRIVILEGES, CHOICES IN ACTION, NOTES, BONDS, MORTGAGES AND SECURITIES AS MAY BE LAWFULLY BE ACQUIRED, HELD, OR DISPOSED OF BY THE CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY THE CORPORATION AND TO INVEST, TRADE AND DEAL IN ANY PERSONAL PROPERTY DEEMED BENEFICIAL TO THE CORPORATION, AND TO RENT, LEASE, ENCUMBER OR DISPOSE OF ANY PERSONAL PROPERTY AT ANY TIME OWNED OR HELD BY THE CORPORATION.

(F) TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATION AND ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSINESS

(G) TO GUARANTEE, ENDORSE, PURCHASE, HOLD, SELL, TRANSFER, MORTGAGE, PLEDGE OR OTHERWISE ACQUIRE OR DISPOSE OF THE SHARES OF THE CAPITAL STOCK, OR ANY BONDS, SECURITIES, OR OTHER EVIDENCES OF INDEBTEDNESS CREATED BY ANY OTHER CORPORATION OF THE STATE OF FLORIDA, OR ANY OTHER STATE OR GOVERNMENT, AND WHILE OWNER OF SUCH STOCK, TO EXERCISE ALL THE RIGHTS, POWERS AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE SUCH STOCK.

(H) TO ENTER INTO, MAKE, PERFORM, AND CARRY OUT CONTRACTS AND AGREEMENTS OF EVERY KIND, FOR ANY LAWFUL PURPOSE, WITHOUT LIMIT AS TO AMOUNT, WITH ANY PERSON, FIRM, ASSOCIATION, OR CORPORATION, AND TO TRANSACT ANY FURTHER AND OTHER BUSINESS NECESSARILY CONNECTED WITH THE PURPOSES OF THIS CORPORATION, OR CALCULATED TO FACILITATE THE SAME.

(I) TO CARRY ON ANY OR ALL OF ITS OPERATIONS AND BUSINESSES, AND TO PROMOTE ITS OBJECTS WITHIN THE STATE OF FLORIDA OR ELSEWHERE, WITHOUT RESTRICTION AS TO PLACE OR AMOUNT AND TO HAVE, USE, EXERCISE AND ENJOY ALL OF THE GENERAL POWERS OF LIKE CORPORATION.

(J) TO DO ANY OR ALL OF THE THINGS HEREIN SET FORTH TO THE SAME EXTENT AS A NATURAL PERSON MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD AS PRINCIPALS, AGENTS, CONTRACTORS, OR OTHERWISE, ALONE, OR IN COMPANY WITH OTHERS, AND TO DO AND PERFORM ALL SUCH OTHER THINGS AND ACTS AS MAY BE NECESSARY, PROFITABLE, OR EXPEDIENT IN CARRYING ON ANY BUSINESS OR ACTS ABOVE NAMED.

(K) THE INTENTION IS THAT NONE OF THE OBJECTS AND POWERS AS HEREINABOVE SET FORTH, EXCEPT WHERE OTHERWISE SPECIFIED IN THIS ARTICLE, SHALL BE IN ANYWISE LIMITED OR RESTRICTED BY REFERENCE TO OR INFERENCE FROM THE TERMS OF ANY OTHER OBJECTS, POWERS OR CLAUSES OF THIS ARTICLE OR ANY OTHER ARTICLE; BUT THAT THE OBJECTS AND POWERS SPECIFIED IN EACH OF THE CLAUSES IN THIS ARTICLE SHALL BE REGARDED AS INDEPENDENT OBJECTS AND POWERS.

(L) THE INITIAL NUMBER OF STOCKHOLDERS OF THIS CORPORATION SHALL BE TWO, PROVIDED, HOWEVER, THAT THE NUMBER OF STOCKHOLDERS MAY BE INCREASED OR DECREASED, FROM TIME TO TIME, TO NOT MORE THAN TWENTY, NOR LESS THAN ONE BY PROVISION OF BY-LAWS ADOPTED BY THE STOCKHOLDERS.

(M) THE BUSINESS OF THIS CORPORATION SHALL BE MANAGED BY ITS STOCKHOLDER RATHER THAN BY A BOARD OF DIRECTORS. IN THE MANAGEMENT OF THE BUSINESS OF THE CORPORATION, THE ACT OF THE STOCKHOLDER REPRESENTING A MAJORITY OF THE OUTSTANDING SHARES OF THE CORPORATION ENTITLED TO VOTE, REPRESENTED IN PERSON SHALL BE THE ACT OF THE STOCKHOLDERS. EACH STOCKHOLDER SHALL BE ENTITLED TO ONE VOTE IN PERSON, OR BY PROXY, FOR EACH SHARE OF THE CORPORATION HELD BY HIM. A MAJORITY OF THE OUTSTANDING SHARE OF THE CORPORATION ENTITLED TO VOTE, REPRESENTED IN PERSON OR PROXY, SHALL CONSTITUTE A QUORUM AT ANY MEETING OF THE STOCKHOLDERS FOR THE MANAGEMENT OF THE BUSINESS OF THE CORPORATION.

(N) TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL OR PLEDGE BONDS, DEBENTURES, NOTES, AND OTHER EVIDENCES OF INDEBTEDNESS, AND EXECUTE SUCH MORTGAGES, TRANSFER OR INCORPORATE PROPERTY OR OTHER INSTRUMENTS TO SECURE THE PAYMENT OF CORPORATE INDEBTEDNESS AS REQUIRED.

(O) THE MAXIMUM NUMBER OS SHARES OF STOCK THAT THE CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHALL BE 100 HAVING NO PAR VALUE.

(P) THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS SHALL BE AND IS THE SUM OF \$500.00.

(Q) THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

(R) THE SHAREHOLDERS WILL NOT BE RESPONSIBLE NOR PERSONAL LIABILITY FOR THE CORPORATIONS ACTIONS.

#### ARTICLE VI

(A) IN FURTHERANCE AND NOT IN LIMITATION OF THE POWERS CONFERRED BY STATUTE, THE FOLLOWING SPECIFIC PROVISIONS ARE MADE FOR THE REGULATION OF THE BUSINESS AND THE CONDUCT OF THE AFFAIRS OF THE CORPORATION.

(B) SUBJECT TO SUCH RESTRICTIONS, IF ANY, AS ARE HEREIN EXPRESSED AND SUCH FURTHER RESTRICTIONS, IF ANY, AS AFFAIRS OF THE CORPORATION.

(C) SUBJECT TO SUCH RESTRICTIONS, IF ANY, AS MAY BE SET FORTH IN THE BY-LAWS, THE STOCKHOLDERS SHALL HAVE THE GENERAL MANAGEMENT AND CONTROL OF THE BUSINESS AND MAY EXERCISE ALL OF THE POWERS OF THE CORPORATION EXCEPT SUCH AS MAY BE BY STATUTE, OR BY THE ARTICLE OF INCORPORATION OR AMENDMENT THERETO, OR BY THE BY-LAWS AS CONSTITUTED FROM TIME TO TIME, EXPRESSLY CONFERRED UPON OR RESERVED TO THE STOCKHOLDER.

(D) THE INITIAL BY-LAWS MAY BE ADOPTED BY THE SUBSCRIBERS HERETO, SUBJECT ALWAYS TO SUCH BY-LAWS AS MAY BE ADOPTED BY THE SUBSCRIBERS OR FROM TIME TO TIME BY THE STOCKHOLDERS. THE STOCKHOLDERS ARE EXPRESSLY AUTHORIZED TO ADOPT, ALTER, AND AMEND THE BY-LAWS OF THE CORPORATION.

(E) THE CORPORATION SHALL HAVE SUCH OFFICERS AS MAY FROM TIME TO TIME BE PROVIDED BY THE BY-LAWS, AND SUCH OFFICERS SHALL BE DESIGNATED IN SUCH MANNER AND SHALL HOLD THEIR OFFICES FOR SUCH TERMS AND SHALL HAVE SUCH POWERS AND DUTIES AS MAY BE PRESCRIBED BY THE BY-LAWS OR AS MAY BE DETERMINED FROM TIME TO TIME BY THE STOCKHOLDERS SUBJECT TO THE BY-LAWS.

(F) NO CONTROL OR OTHER TRANSACTION BETWEEN THE CORPORATION AND ANY OTHER FIRM, ASSOCIATION, OR CORPORATION SHALL BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY ONE OR MORE OF THE DIRECTORS OF THE CORPORATION IS OR ARE INTERESTED IN OR IS A MEMBER, DIRECTOR, OR OFFICER, OR ARE MEMBERS, DIRECTORS OR OFFICERS OF SUCH OTHER FIRMS OR CORPORATION, AND ANY DIRECTOR OR DIRECTORS INDIVIDUALLY OR JOINTLY MAY BE A PARTY OR PARTIES TO OR MAY BE INTERESTED IN ANY CONTRACT OR TRANSACTION OF THE CORPORATION OR IN WHICH THE CORPORATION IS INTERESTED, AND NO CONTRACT, ACT, OR TRANSACTION OF THE CORPORATION WITH ANY PERSON, FIRM, ASSOCIATION, 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 WHO MAY BECOME A DIRECTOR OF THE CORPORATION IS HEREBY RELIEVED FROM ANY LIABILITY THAT MIGHT OTHERWISE EXIST FROM CONTRACTING WITH THE CORPORATION FOR THE BENEFIT OF HIMSELF OR ANY FIRM, ASSOCIATION, OR CORPORATION IN WHICH HE MAY IN ANY WAY BE INTERESTED.

(G) THE STOCKHOLDERS OF RECORD SHALL HAVE FULL PREEMPTIVE RIGHTS IN THE ISSUANCE OF ANY NEW OR ADDITIONAL STOCK IN THAT SUCH NEW STOCK SHALL BE FIRST OFFERED TO SUCH REGISTERED STOCKHOLDERS FOR SALE AT THE PAR VALUE THEREOF, OR THE VALUE SET BY THE STOCKHOLDERS, BEFORE THERE SHALL BE AN OFFER TO SELL SAID NEW OR ADDITIONAL STOCK TO PERSONS OTHER THAN SAID STOCKHOLDERS. THE TERMS AND OTHER DETAILS OF SUCH OFFER, INCLUDING THE TIME OF ITS ACCEPTANCE AND THE MANNER OF PAYMENT, SHALL BE DETERMINED BY THE STOCKHOLDERS.

#### ARTICLE VII

(A) THIS CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE, OR REPEAL ANY PROVISION CONTAINED HEREIN IN THE MANNER NOW OR HEREAFTER PRESCRIBED BY LAW, AND ALL RIGHTS CONFERRED ON STOCKHOLDERS HEREIN ARE GRANTED SUBJECT TO THIS RESERVATION. EVERY SUCH AMENDMENT SHALL BE APPROVED BY THE HOLDERS OF NOT LESS THAN A MAJORITY OF THE STOCK OF THE CORPORATION THEN OUTSTANDING.

(b) IN WITNESS WHEREOF, I, THE UNDERSIGNED SUBSCRIBING INCORPORATOR, HAVE HEREUNTO SET MY HAND AND SEAL THIS 10TH DAY OF SEPTEMBER, 1995 FOR THE PURPOSES OF FORMING THIS CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND I HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE, AND IN FILE IN THE OFFICE OF THE SECRETARY OF STATE, THESE ARTICLES OF INCORPORATION AND CERTIFY THAT THE FACTS HEREIN STATED ARE TRUE.

David Neil  
DAVID NEIL - President

Carol Neil - Vice President  
(CN)

FILED  
95 SEP 18 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

CD Ultrasound, Inc.

2. The name and address of the registered agent and office is:

DAVID NEIL  
(NAME)

2003- 42nd Street West  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Bradenton, FL 34205  
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

David Neil  
(SIGNATURE)

9/13/95  
(DATE)