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DIVISION OF CORPORATION



ACCOUNT NO. : 072100000032  
REFERENCE : 019071 4303929  
AUTHORIZATION : *Patricia Pyzdek*  
COST LIMIT : \$ 122.50

ORDER DATE : January 25, 1996

ORDER TIME : 9:30 AM

ORDER NO. : 019071

CUSTOMER NO: 4303929

000001697930

CUSTOMER: Elizabeth Galvin, Legal Asst  
GREENBERG TRAUBER, MOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-2230

DOMESTIC FILING

NAME: NSSM, INC.

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
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 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

*SKM*  
*1/26/96*

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96 JAN 25 AM 8:17  
TALLAHASSEE, FLORIDA

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ATTORNEYS AT LAW  
**TRAURIG**

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Bridget Berry  
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Kelly Wilfong  
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Jerrold A. Wish  
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Arthur C. Young  
Julia A. Zahutsky  
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**Of Counsel**

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Patricia Montenegro Camba  
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Patrick T. O'Brien  
Alfonso Salavin  
Paul E. Shapiro  
H. Allan Shore  
Marc M. Watan  
Julie A.S. Williamson

Melvin N. Greenberg  
(1928-1994)

**Elizabeth C. Galvin, I.A.**  
(305) 789-5449

January 24, 1996

Florida Division of Corporations  
**DOMESTIC CHARTER SECTION**  
P. O. Box 6327  
Tallahassee, FL 32314

**RE: NSSM, INC.**

Enclosed herewith are three duly executed originals of **ARTICLES OF INCORPORATION** for the captioned corporation. Also enclosed is a check in the amount of \$ 122.50 to cover the cost of the filing and one certified copy. Please stamp the third copy and return it to me.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,

**ARTICLES OF INCORPORATION  
OF**

**NSSM, INC.**

FILED  
96 JUN 25 AM 8:17  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is NSSM, INC., (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is c/o: North Shore Medical Center, 1100 N. W. 95th Street, Miami, FL 33150.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<b><u>Number of Shares Authorized</u></b>	<b><u>Par Value Per Share</u></b>	<b><u>Class of Stock</u></b>
1,000	\$ 0.01	Common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

**ARTICLE VII**

The name of the Incorporator is William B. Eck, and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

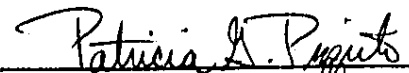
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 23rd day of January, 1996.

  
\_\_\_\_\_  
WILLIAM B. ECK, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of NSSM, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

**CORPORATION SERVICE COMPANY, Registered Agent**

BY:   
\_\_\_\_\_  
PATRICIA G. PIZZUTO, as Agent for the Registered Agent

Dated: January 25, 1996.

FILED  
96 JUN 25 AM 8:17  
CORPORATION SERVICE COMPANY  
STATE OF FLORIDA



P96000008104

ACCOUNT NO. : 072100000032  
REFERENCE : 309566 4303929  
AUTHORIZATION : Patricia Pyjette  
COST LIMIT : \$ 87.50

ORDER DATE : March 27, 1997  
ORDER TIME : 9:40 AM  
ORDER NO. : 309566-005  
CUSTOMER NO: 4303929

CUSTOMER: Ms. Myrna Norman-golinsky  
Greenberg Traurig Hoffman  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

100002125821--4

DOMESTIC FILINGS

NAME: NSSM, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

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97 MAR 27 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Carina L. Dunlap*  
3/27

ARTICLES OF DISSOLUTION  
OF  
NSSM, INC.

FILED  
97 MAR 27 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1401 of the Florida Business Corporation Act, **NSSM, INC.**, a Florida corporation (the "Corporation") hereby adopts the following Articles of Dissolution and certifies the following information for the purposes of dissolving the Corporation:

The name of the Corporation filing these Articles of Dissolution is **NSSM, INC.**

The Corporation's Articles of Incorporation were filed on January 25, 1996 (Document #P96000008104).


None of the Corporation's shares have been issued and the Corporation has not commenced business.

No debt of the Corporation remains unpaid.

The Corporation elected to dissolve by written consent of the sole incorporator, as of March 26, 1997.

**IN WITNESS WHEREOF**, the undersigned being the sole incorporator of **NSSM, INC.**, has executed these Articles of Dissolution on behalf of the Corporation as of the 26<sup>th</sup> day of March, 1997.

**NSSM, INC.**, a Florida corporation

By:   
William B. Eck, its sole incorporator