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P 22

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(((H98000002124))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: ROGERS MEDICAL, INC.

FAX AUDIT NUMBER: H98000002124

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95 FEB 14 PM 1:32

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ARTICLES OF INCORPORATION  
OF  
ROGERS MEDICAL, INC.

FILED  
95 FEB 14 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is ROGERS MEDICAL, INC.

EFFECTIVE DATE  
2-13-96

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall be February 13, 1996.

ARTICLE III

NATURE OF BUSINESS

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 10,000 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one (1) vote per share and there shall be no cumulative voting.

Articles prepared by:

John O. Sutton, P.A.  
2655 LeJeune Road, PH-II  
Coral Gables, FL 33134  
(305) 448-1295  
P.B.N.: 249380

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## ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the state of Florida is 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is John O. Sutton, P.A.

## ARTICLE VI

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 37 Castle Harbor Isle, Ft. Lauderdale, Florida 33308.

## ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) director(s) initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws of the corporation.

The names and addresses of the initial directors are as follows:

Wes Rogers  
37 Castle Harbor Isle  
Ft. Lauderdale, FL 33308

Linda Rogers  
37 Castle Harbor Isle  
Ft. Lauderdale, FL 33308

## ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator subscribing to these Articles of Incorporation is: John O. Sutton, 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134.

## ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

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ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of February, 1996.

*John O. Sutton*

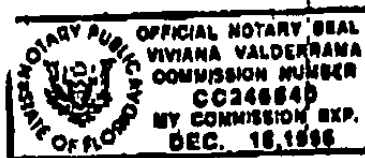
JOHN O. SUTTON  
Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 13th day of February, 1996, by John O. Sutton, who is personally known to me and who did not take an oath.

*Viviana Valderrama*

Notary Public  
State of Florida  
My Commission Expires:



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CERTIFICATE OF REGISTERED AGENT  
OF  
ROGERS MEDICAL, INC.

Pursuant to Sections 607.0501 and 607.0505 of the Florida Statutes,  
the following is submitted in compliance therewith:

That ROGERS MEDICAL, INC., desiring to organize under the laws of the  
State of Florida with its principal office in 37 Castle Harbor Isle, Ft.  
Lauderdale, Florida 33308, has named John O. Sutton, P.A., 2655 LeJeune Road,  
Penthouse II, Coral Gables, County of Dade, State of Florida, agent to accept  
service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated  
corporation, at the place designated in this certificate, I hereby accept 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, including the  
obligations provided in Florida Statutes Section 607.0505.

Dated this 13<sup>th</sup> day of February, 1996.

JOHN O. SUTTON, P.A.

By: John O. Sutton  
John O. Sutton

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