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LAW OFFICES OF  
DAVID W. WILCOX

600 THIRTIETH STREET WEST  
BRADENTON, FLORIDA 34205  
TELEPHONE (813) 740-0100

February 23, 1996

MAILING ADDRESS:  
P. O. Box 711  
BRADENTON, FLORIDA 34200  
TELEPHONE (813) 747-0100

FILED  
MAR -1 AM 8:35  
TALLHASSEE, FLORIDA

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

RE: USA MEDICAL GROUP, INC.

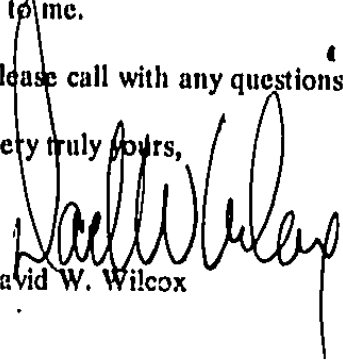
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\*\*\*\*70.00 \*\*\*\*70.00

Dear Sir/Madame:

Enclosed please find the original and a copy of Articles of Incorporation for the above referenced corporation along with a check in the amount of \$70.00 to cover the filing fees. Please file the articles and return a stamped copy to me.

Thank you for your cooperation in this matter. Please call with any questions.

Very truly yours,

  
David W. Wilcox

DWW: bbw  
Enclosures

F. CHESSEY MAR 5 1996

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95 MAR - 1 PM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE 1 - NAME/ADDRESS**

The name of this corporation is **USA MEDICAL GROUP, INC.** and its mailing and principal office address is 7684 15th Street East, Sarasota, Florida 34243.

**ARTICLE 2 - PURPOSE**

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

**ARTICLE 3 - POWERS**

This corporation shall have all of the powers enumerated in the Florida Business Corporations Act.

**ARTICLE 4 - CAPITAL STOCK**

This corporation is authorized to issue 7500 voting common stock with a par value of \$.01 per share.

**ARTICLE 5 - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent of this corporation is 308 13th Street West, Bradenton, Florida 34205 and the name of the initial registered agent of this corporation at that address is **DAVID W. WILCOX, Esquire.**

**ARTICLE 6 - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than

one. The name and address of the initial Board of Directors is:

**DAVID W. WILCOX**  
308 13th Street West  
Bradenton, Florida 34205

**ARTICLE 7 - INCORPORATOR**

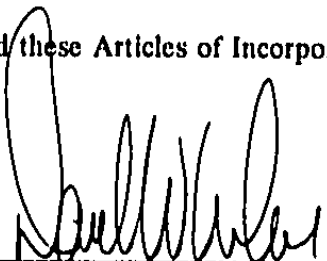
The name and address of the incorporator is:

**DAVID W. WILCOX, Esq.**      **308 13th St. West**      **Bradenton, FL 34205**

**ARTICLE 8 - AMENDMENT**

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


The undersigned incorporator has executed these Articles of Incorporation on the 26 day of February, 1996.

  
\_\_\_\_\_  
**DAVID W. WILCOX**

**STATE OF FLORIDA**  
**COUNTY OF MANATEE**

**BEFORE ME**, a Notary Public, appeared **DAVID W. WILCOX**, to me known to be the person described as the incorporator, who executed the foregoing Articles of Incorporation and said person did acknowledge subscribing to same.

**WITNESS** my hand and official seal this 26 day of February, 1996.

  
\_\_\_\_\_  
**NOTARY PUBLIC**

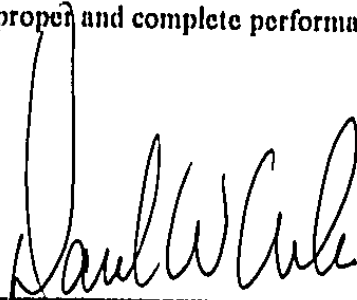


**BARBARA B. WELLS**  
MY COMMISSION # CC-406920 EXPIRES  
September 28, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with all the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 2.26.96



**REGISTERED AGENT**

FILED  
96 MAR - 1 AM 8:35  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE