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RICHARD M. SELMAN, P.A.\*  
ROBERT I. CLAIRE, ESQUIRE, P.A.\*\*  
\* ALSO ADMITTED IN NEW JERSEY  
\*\* CERTIFIED PUBLIC ACCOUNTANT

June 14, 1996

FILED  
JUN 19 1996  
TALLAHASSEE, FLORIDA

**VIA FEDERAL EXPRESS**

State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**RE: INTEGRATED MEDICAL CORPORATION**

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

Also enclosed is check in the amount of \$122.50 for filing fees as follows for the corporation:

Filing Fees	\$ 35.00
Cert. copy	52.50
Reg. Agent	<u>35.00</u>
Amount	\$122.50

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-06/19/96--01118--013  
\*\*\*\*122.50 \*\*\*\*122.50

Your expediency in returning the filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

*Robert I. Claire*  
Very truly yours,  
Robert I. Claire, Esq.

RIC/cg  
Enclosures/chk.

*6/20/96*  
*ID*

**ARTICLES OF INCORPORATION  
OF  
INTEGRATED MEDICAL CORPORATION**

FILED  
JUN 19 PM 2:05  
CLERK OF DISTRICT COURT  
NINTH JUDICIAL CIRCUIT  
MIAMI, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME & PRINCIPAL ADDRESS OF BUSINESS**

The name and address of the corporation shall be:

**INTEGRATED MEDICAL CORPORATION  
3271 N.W. 64th Street  
Boca Raton, FL 33496**

**ARTICLE II**

**DURATION**

The duration of the corporation is perpetual.

**ARTICLE III**

**PURPOSE**

The general purposes for which the corporation is organized are as follows:

A. To operate a medical laboratory, market medical equipment, supplies and related services including physician office consulting services in the State of Florida, the United States and abroad.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

#### ARTICLE IV

##### CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 5355 Town Center Road, Suite 702, Boca Raton, FL 33486 and the name of its initial Registered Agent at that address is Robert I. Claire.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and addresses of the initial Director of the corporation are as follows:

Nicholas Cesarello

3271 N.W. 64th Street  
Boca Raton, FL 33496

ARTICLE VII  
OFFICER

The names and addresses of each initial officer is as follows:

Nicholas Cesarello, President 3271 N.W. 64th Street  
Treasurer and Secretary Boca Raton, FL 33496

Virginia Cesarello, 3271 N.W. 64th Street  
Vice President Boca Raton, FL 33496

ARTICLE VIII  
INCORPORATOR

The name and address of each Incorporator is as follows:

Nicholas Cesarello 3271 N.W. 64th Street  
Boca Raton, FL 33496

ARTICLE IX  
AMENDMENT

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

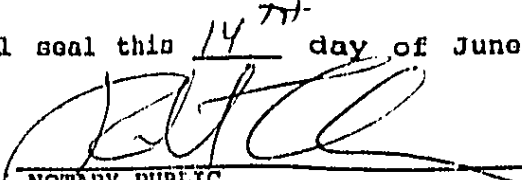
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 14<sup>th</sup> day of June, 1996.

  
\_\_\_\_\_  
Nicholas Cesarello

STATE OF FLORIDA       )  
COUNTY OF PALM BEACH )

Before me, personally appeared NICHOLAS CESARELLO to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 14<sup>th</sup> day of June, 1996.

  
NOTARY PUBLIC  
State of Florida

My Commission expires:




ROBERT CLAIME  
My Commission CC207560  
Expires Mar 27, 1997  
Huckleberry Associates Inc  
800-422-1885

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of INTEGRATED MEDICAL CORPORATION which is contained in the foregoing Articles of Incorporation.

DATED this 14<sup>th</sup> day of June, 1996.

  
Robert I. Claire  
Registered Agent

FILED  
95 JUN 19 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA