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FROM: KRASNY AND DETIMER
780 E. APOLLO BLVD.
MELBOURNE FL 32901- 1-
CONTACT: ROSEANN WHITNEY OR DALE

A. DETIME

FAX: (904) 922-4000

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: PALACIO MEDICAL, INC.

FAX AUDIT NUMBER: H96000009045

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

June 20, 1996

KRASNY & DETIMER

MELBOURNE, FL

SUBJECT: PALACIO MEDICAL, INC.
REF: W96000013748

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Loria Poole
Corporate Specialist

FAX Aud. #: H96000009045
Letter Number: 996A00032178



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

July 3, 1996

KRASN & DETMER

MELBOURNE, FL

SUBJECT: PALACIO MEDICAL, INC.
REF: W96000013748

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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H00009045

**ARTICLES OF INCORPORATION
OF
PALACIO MEDICAL, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to the formation of a corporation under the laws of the State of Florida.

96 JUL -30 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLE I
Name**

The name of this Corporation is PALACIO MEDICAL, INC.

**ARTICLE II
Term of Existence**

This Corporation shall commence upon the filing of these Articles and shall exist perpetually.

**ARTICLE III
Purpose**

To engage in any activity or business lawful under the laws of the State of Florida or the United States of America.

**ARTICLE IV
Capital Stock**

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, common stock.

The shares of this Corporation are not to be divided into classes.

THIS INSTRUMENT PREPARED BY:
DALE A. DETTMER, ESQ.
780 S. Apollo Boulevard
Melbourne, Florida 32901
(407) 723-5646
Bar No. 172988

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This Corporation is not authorized to issue shares in series.

ARTICLE V
Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office, Agent and Corporation

The initial street address in Florida of the initial registered office of this Corporation is 780 S. Apollo Boulevard, Melbourne, Florida 32901 and the name of the initial registered agent of this Corporation at that address is Dale A. Dettmer. The initial address of the Corporation is 381 Neptune Drive N.E., Palm Bay, Florida 32907.

ARTICLE VII
Board of Directors

The initial Board of Directors shall consist of two directors 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 names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

Gabriel J. Palacios
381 Neptune Dr. N.E.
Palm Bay, Fl 32907

Marybeth Bach-Palacios
381 Neptune Dr. N.E.
Palm Bay, Fl. 32907

**ARTICLE VIII
Cumulative Voting**

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares to distribute them among as many candidates as he may wish. Notice must be given to the President of this Corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholders' meeting for the election of directors that said shareholder intends to accumulate his vote at the election.

**ARTICLE IX
Incorporator**

The name and address of the initial incorporator is as follows: Dale A. Dettmer, Esq., 780 S. Apollo Boulevard, Melbourne, Florida 32901.

**ARTICLE X
Amendment to Articles**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with not less than a majority vote of the common stock.

**ARTICLE XI
Acceptance by Registered Agent**

The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said

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corporation.

IN WITNESS WHEREOF, the undersigned has made and
subscribed to these Articles of Incorporation in Malbourne, Brevard
County, Florida, this 28th day of June, 1996.


Dale A. Detmer, Incorporator &
Registered Agent

(Seal)

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, an officer
duly qualified to take acknowledgments, personally appeared DALE A.
DETMER, and personally known by me to be the person described in
and who executed the foregoing instrument and acknowledged before me
that he executed the same.

WITNESS my hand and official seal in the County and State
last aforesaid, this 28th day of June, 1996.


Notary Public

Print Name:

My Commission Expires:



Susan E. Carson
MY COMMISSION EXPIRES
October 22, 1998
COUNTY OF BREVARD, FLORIDA

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96 JUL -3 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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