

THC

Tropical Health Care, Inc.

Dr. Leonard I. Weinstein, F.A.C.H.E.  
President and Chairman

Consulting to the  
Health Care Industry  
• Business Development  
• Equity and Debt Restructuring  
• Marketing Strategies  
• Sales of Medical Practices  
and Medical Corporations

P96000067428

August 9, 1996

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

900001919419  
-08/12/96--01008--016  
+++122.50 +++122.50

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Tropical Medical Services, Inc., along with our check in the amount of \$122.50 payable to the Secretary of State.

Please process the enclosed Articles of Incorporation and return a certified copy to our office.

Your attention to this matter is greatly appreciated. Thank you.

Sincerely,

*Robert Geiss*

Robert Geiss, J.D.  
Senior Vice President

RG/jgb  
Enclosures

c:\wp51\letters\state.sec

AUG 14 1996

BSB

FILED  
96 AUG 12 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION

of

TROPICAL MEDICAL SERVICES, INC.

(name of corporation)

FILED

96 AUG 12 AM 9:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

## ARTICLE I - CORPORATE NAME

The name of the corporation is:

TROPICAL MEDICAL SERVICES, INC.

## ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

## ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

## ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue twelve thousand shares (12,000) of ten cents Dollar(s) (\$ 0.10 ) par value Common Stock, which shall be designated "Common Shares."

## ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPLE OFFICE

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>Leonard Weinstein, Ph. D</u>		
ADDRESS	<u>1550 NE Miami Gardens Drive (Suite #403)</u>		
CITY	<u>North Miami Beach</u>	<u>FLORIDA</u>	<u>ZIP 33179</u>

## ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Leonard Weinstein, Ph.D</u>		
ADDRESS	<u>1550 NE Miami Gardens Drive (Suite #403)</u>		
CITY	<u>North Miami Beach</u>	<u>STATE Florida</u>	<u>ZIP 33179</u>
NAME	<u>Robert Crawford</u>		
ADDRESS	<u>7120 Glen Eagle dr.</u>		
CITY	<u>Mimai Lakes</u>	<u>STATE Florida</u>	<u>ZIP 33014</u>
NAME			
ADDRESS			
CITY		<u>STATE</u>	<u>ZIP</u>

# ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	Leonard Weinstein, Ph.D		
ADDRESS	1550 NE Miami Gardens Drive (Suite #403)		
CITY	N. Miami Beach	STATE	Florida ZIP 33179
NAME	Robert Crawford		
ADDRESS	7120 Glen Eagle Drive		
CITY	Miami Lakes	STATE	Florida ZIP 33014
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this \_\_\_\_\_ day of July, 19 96.

*Leonard Weinstein* (Seal)  
*Robert Crawford* (Seal)  
 \_\_\_\_\_ (Seal)

STATE OF FLORIDA )  
 COUNTY OF DADE ) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

LEONARD WEINSTEIN

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that HE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 9<sup>TH</sup> day of July, 19 96



*Jack Levine*  
 (Notary Public, State of Florida at Large)

My Commission expires:

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT  
OF

TROPICAL MEDICAL SERVICES, INC.  
(name of corporation)

FILED  
96 AUG 11 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

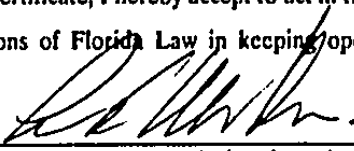
Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 1550 NE Miami Gardens Drive (Suite #403)  
North Miami Beach, Florida 33179

has named Leonard Weinstein, Ph.D  
located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

ACKNOWLEDGEMENT

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, and agree  
to comply with the provisions of Florida Law in keeping open said office.

  
(registered agent)