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September 4, 1996

Via Fedex

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of Manley International, Inc.

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-09/05/96--01080--016
*****70.00 *****70.00

Ladies and Gentlemen:

Enclosed please find the original Articles of Incorporation of Manley International, Inc. for filing with the Secretary of State of the State of Florida together with a check in the amount of \$70.00. I am also enclosing a copy of the Articles of Incorporation together with a self-addressed stamped envelope. Kindly stamp the copy of the Articles of Incorporation "filed" and return them to me in the enclosed self-addressed stamped envelope.

Thank you for your assistance with this matter. Should you have any questions, please call me.

Very truly yours,

Cheryl Julien Kaufman, P.A.


Cheryl Julien Kaufman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
MANLEY INTERNATIONAL, INC.**

The undersigned incorporators hereby form a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME.

The name of the corporation shall be: Manley International, Inc.

ARTICLE II. ADDRESSES.

The address of the principal office of this corporation shall be c/o 11900 Biscayne Boulevard, Suite #262, Miami, Florida 33181, and the mailing address of the corporation shall be the same.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT AND OFFICE.

The street address of the initial registered office of the corporation shall be 11900 Biscayne Boulevard, Miami, FL 33181 and the name of the initial registered agent of the corporation at that address is Dana M. Kaufman.

ARTICLE V. INCORPORATORS.

The names and street addresses of the two incorporators to these Articles of Incorporation are: Angelo P. Thrower, M.D. of 9840 N.E. 2nd Avenue, Miami Shores, FL 33138 and Steven Y. Karp of 11900 Biscayne Boulevard, Suite #262, Miami, Florida 33181.

ARTICLE VI. PREEMPTIVE RIGHTS.

Each holder of any stock of the Corporation shall be entitled, as a matter of right, to purchase, subscribe for, or otherwise acquire any new or additional shares of stock of the Corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares, or any shares, bonds, notes, debentures or other securities convertible into or carrying options or warrants to purchase, subscribe for, or otherwise acquire any such new or additional shares.

ARTICLE VII. INITIAL DIRECTORS.

The number of directors that this corporation shall have initially is four. The number of directors may be altered from time to time by an amendment to these Articles of Incorporation which amendment must be approved by a minimum of seventy percent of the issued and outstanding shares of capital stock of the corporation. The initial directors and their respective addresses shall be as follows:

Angelo P. Thrower, M.D. of 9840 N.E. 2nd Avenue, Miami Shores, FL 33138
Steven Y. Karp of 11900 Biscayne Boulevard, Suite #262, Miami, FL 33181
Elliot S. Melamed of 11900 Biscayne Boulevard, Suite #262, Miami, FL 33181
Dana M. Kaufman of 11900 Biscayne Boulevard, Suite #262, Miami, FL 33181

who shall serve as the members of the board of directors until their successors are elected and shall qualify.

ARTICLE VIII-MAJOR DECISIONS AND MAJOR CHANGES.

Each of the following matters shall require the approval of 70% of the issued and outstanding capital stock of the corporation:

- a. amendment of the articles of incorporation or bylaws of the corporation.
- b. the issuance, combination, split or other adjustment of (i) shares of stock, (ii) other securities, (iii) options, or (iv) other commitments of the corporation for the issuance of shares of stock or other securities of the corporation.
- c. any changes in corporate structure, whether by merger, reorganization or otherwise.
- d. any removal or replacement of any members of the board of directors or any additions to the board of directors.
- e. incurring any material liabilities or commitments on behalf of the corporation except for the purpose of purchasing products in the ordinary course of the corporation's business.
- f. mortgage, pledge, assign or subject to a lien or lease, sell or dispose of any part of the corporation's assets other than in the ordinary course of business.
- g. paying or agreeing to pay any compensation or other benefits to or for the benefit of one or more of the shareholders of the corporation.
- h. declaring any dividends or other distributions to the shareholders with respect to their shares.
- i. entering into any agreement or understanding which would be considered by reasonably prudent persons to be outside of the ordinary course of the corporation's business.
- j. any other matters which would be considered by reasonably prudent persons to be outside of the ordinary course of the corporation's business.

- k. entering into any agreements with any shareholders, members of their families or related parties (including trusts, corporations, partnerships, limited partnerships, limited liability companies, limited liability partnerships or other entities).

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this 3 day of SEPTEMBER, 1996.


Angelo P. Thrower, M.D.


Steven Y. Karp

ACCEPTANCE OF REGISTERED AGENT

Dana M. Kaufman having a business office identical with the registered agent of the corporation named above and having been designated as the registered agent in the foregoing Articles, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes.


Dana M. Kaufman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA