

1201 HAYS STREET  
TALLAHASSEE, FL 32304-1007  
800-44-0000  
P96000075326



TELEPHONE SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 078349 132254A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 9, 1996

ORDER TIME : 9:48 AM

ORDER NO. : 078349

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst  
BRONSTEIN CARLSON GLEIM &  
SMITH, P.A.  
Suite 1100  
150 Second Avenue, North  
St. Petersburg, FL 33701

100001342251  
-09/09/96--01035--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
56 SEP -9 2:10:19

DOMESTIC FILING

NAME: ~~MTM FLORIDA, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

502-672  
W96-18872

RECEIVED  
56 SEP -9 PM12:45  
DIVISION OF CORPORATIONS

9/11/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP -9 AM 10:19

September 9, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: MTM FLORIDA, INC.  
Ref. Number: W96000018872

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for MTM FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 396A00041958

**RESUBMIT**

Please give original  
submission date as file date.

RECEIVED  
96 SEP 10 PM 2:47  
DIVISION OF CORPORATIONS

EFFECTIVE DATE

9/5/96

ARTICLES OF INCORPORATION

OF

MTM DIAGNOSTIC, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP -9 AM 10:19

ARTICLE I.

NAME

The name of this corporation is MTM DIAGNOSTIC, INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701.

ARTICLE III.

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of September 5, 1996.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE V.**

**CAPITAL STOCK**

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

**ARTICLE VI.**

**REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Thomas B. Smith, 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

**ARTICLE VII.**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are Annemiek Geleijn-Benner, 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701.

## **ARTICLE VIII.**

### **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are Thomas B. Smith, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.

## **ARTICLE IX.**

### **AMENDMENT**

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

## **ARTICLE X.**

### **BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

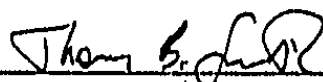
## **ARTICLE XI.**

### **INFORMAL SHAREHOLDER ACTION**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act

by written agreement without a meeting, as provided in Florida  
Statutes 607.0704 and the Bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of  
Incorporation this 6<sup>th</sup> day of September, 1996.

  
\_\_\_\_\_  
Thomas B. Smith

INCORPORATOR

116193

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP -9 AM 10:19

BRONSTEIN, CARLSON, GLIM & SMITH, P.A.

Joel D. Bronstein  
Board Certified in Tax Law

John W. Carlson  
Board Certified in Tax Law

Holger G. Glim  
Board Certified in Tax Law

Thomas B. Smith  
Board Certified in Tax Law

Suite 1100  
150 Second Avenue North  
Pensacola, FL 32501

(813) 898-6688  
Fax (813) 898-8811

P96000075326

Jeffrey J. Kallan

Refer to File No.

964046

November 8, 1996

Writer's Direct Dial No.

898-6690

Registered Agent/Address Section  
Bureau of Corporate Records  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

200002003882--2  
-11/13/96--01194--020  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: MTM Diagnostic, Inc.

Gentlemen:

Enclosed please find the original and duplicate copy of a Change of Registered Office and Agent for the above-referenced corporation, along with our check in the amount of \$35.00 representing the filing fee.

Please acknowledge filing of this document by stamping the duplicate copy and returning same to me.

If you have any questions in connection with the documents, or need further information, please contact me by telephone rather than returning the document.

Very truly yours,

*Sue Thomas*

Sue Thomas  
Paralegal to  
Thomas B. Smith

ST/klm

Encs.

cc: MTM Diagnostic, Inc.  
117236

OK  
EACH  
P96000075326  
11-12-96

APPROVED  
AND  
FILED  
NOV 12 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CHANGE OF REGISTERED OFFICE AND AGENT  
OF  
MTM DIAGNOSTIC, INC.**

TO: SECRETARY OF STATE OF FLORIDA

1. The name of the Corporation is MTM Diagnostic, Inc.
2. The current registered office is located at 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701.
3. The registered office will be changed to 607 West Martin Luther King, Jr. Boulevard, Suite 103, Tampa, FL 33603.

**THIS IS THE CORRECT BUSINESS ADDRESS OF THE CORPORATION,  
PLEASE CHANGE YOUR RECORDS ACCORDINGLY.**

4. The current registered agent is Thomas B. Smith.
5. The successor registered agent will be David Rusnak.
6. The street address of the Corporation's registered office business office of its registered agent, as changed above, identical.
7. All changes made above have been authorized by resolutions duly adopted by the Corporation's Board of Directors.
8. All changes made above have been made by an officer of the Corporation authorized to do so by the Board of Directors.

DATED: October 25, 1996.

MTM Diagnostic, Inc.

By: 

Andre W.M. Jansen, President

**ACKNOWLEDGMENT**

I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

  
David Rusnak, Registered Agent

APPROVED  
AND  
FILED  
95 NOV 12 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA