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717 Ponce de Leon Blvd., Suite 309  
Coral Gables, Florida 33134

MARC ANTHONY DOUTHIT

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TTE JACOBSON (305) 446-9232

TRANSMITTAL LETTER

DATE: September 16, 1996

Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

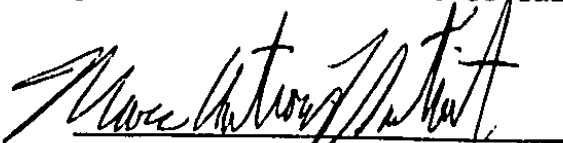
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-09/19/96--01000--011  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: Imhotep Medical Group, Inc.

Enclosed is the signed original and two (2) copies of the Articles of Incorporation for Imhotep Medical Group, Inc. Also please find a check in the amount of One Hundred Twenty Two dollars and 50/xx (\$122.50) for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.



Marc Anthony Douthit, P.A.  
717 Ponce De Leon Blvd.  
Suite 309  
Coral Gables, FL 33134  
(305) 442-0243

F. O'HERRER SEP 20 1996

ARTICLES OF INCORPORATION  
OF  
Imhotep Medical Group, Inc.

The undersigned incorporator/subscriber to these Articles of  
Incorporation, a natural person competent to contract, hereby forms  
a corporation under the laws of the State of Florida.

Article I. Name

The name of the corporation shall be Imhotep Medical Group, Inc.  
The principal place of business and the mailing address of this  
corporation shall be 1625 SE 3rd Avenue, Suite 723, Fort Lauderdale,  
FL 33316.

Article II. Term of Existence

This corporation shall have perpetual existence and shall be  
deemed to have commenced its corporate existence on the date of the  
filing of these Articles of Incorporation.

Article III. Nature of Business

This corporation may engage or transact in any or all lawful  
activities or business permitted under the laws of the United States,  
the State of Florida, or any other state, country, territory or  
nation.

#### Article IV. Capital Shares

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having a par value of \$.10 per share.

#### Article V. Preemptive Rights

The corporation elects to have preemptive rights pursuant to the Florida Statutes, as amended from time to time.

#### Article VI. Indemnification

The corporation shall indemnify each officer and director, including former officers and directors to the full extent allowed by law.

#### Article VII. Registered Agent

The street address of the initial registered agent of the corporation shall be 717 Ponce De Leon Blvd., Suite 309, Coral Gables, FL 33134 and the name of the initial registered agent of the corporation at that address is Marc Anthony Douthit, Esquire.

#### Article VIII. Directors and Officers

There shall be no directors initially and the operation of the company shall be vested with the officers of the corporation until such time as directors are elected.

The initial officers of the corporation shall be

Dr. Mario-Carole Desrosier, President

Dr. Wilfred McKenzie, Vice-President

Dr. Andrew G. Login, Secretary

Dr. Alexis Powell, Treasurer

Article IX. Incorporator/Subscriber

The name and street address of the incorporator/subscriber to these Articles of incorporation is:

Dr. Alexis Powell, 313 NE 92nd Street, Miami Shores, FL 33138

Article X. Powers

The corporation shall have the following powers:

a. To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation;

b. To sue and be sued, complain and defend in its corporate in all actions or proceedings;

c. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it or a facsimile thereof to be impressed, affixed or in any other manner reproduced;

d. To purchase, take, receive, lease or otherwise acquire, own hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

e. To sell, convey, mortgage, pledge, create a security in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

f. To lend money to, and use its credit to assist its officers and employees in accordance the Florida Statutes.

g. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

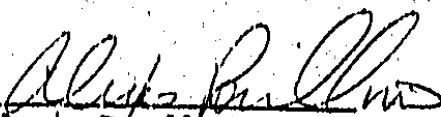
h. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

- i. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- j. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;
- k. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;
- l. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the state, for the administration and regulation of the affairs of the corporation;
- m. To make donations for the public welfare or for charitable, scientific or educational purposes;
- n. To transact any lawful business which the board of directors shall find will be in aid of governmental policy;
- o. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;
- p. To be promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation,

partnership, limited partnership, joint venture, trust or other enterprise;

q. To have and exercise all powers necessary or convenient to effect its purposes.

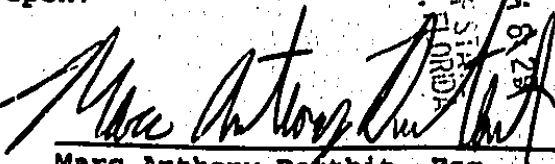
Executed this 16<sup>th</sup> day of September, 1996.

  
Dr. Alexis Powell, Incorporator

ACCEPTANCE BY RESIDENT AGENT

In compliance with Section 48.091, Florida Statutes, Imhotep Medical Group, Inc., with its principal office at 1625 SE 3rd Avenue, Suite 723, Fort Lauderdale, FL 33316, has named Marc Anthony Douthit, Esq. as its agent to accept process within the State.

ACKNOWLEDGMENT: Having been named Resident Agent and designated as the person authorized to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment to act in said capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

  
Marc Anthony Douthit, Esq.

FILED  
SEP 19 AM 8 28  
CLERK OF COURT  
TALLAHASSEE, FLORIDA



P960000 78140

IMHOTEP MEDICAL GROUP, INC.  
6142 MIRAMAR PARKWAY, SUITE C  
MIRAMAR, FLORIDA 33023  
(954) 964-8293

May 20, 1997

AMENDMENT SECTION  
DIVISION OF CORPORATIONS  
POST OFFICE BOX 6327  
TALLAHASSEE, FLORIDA 32314

RE: IMHOTEP MEDICAL GROUP, INC.

GENTLEMEN:

ENCLOSED HERewith ARE THE ARTICLES OF DISSOLUTION FOR  
IMHOTEP MEDICAL GROUP, INC. ALONG WITH A COPY OF THE SAID  
ARTICLES OF DISSOLUTION AND OUR CHECK IN THE AMOUNT OF  
\$ 35.00.

RESPECTFULLY SUBMITTED,

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IMHOTEP MEDICAL GROUP, INC.

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
97 JUN -2 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

See 4/9 Vol. Diss.

ARTICLES OF DISSOLU

97 JUN -2 PM 12:03  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1401, Florida Statutes, the undersigned corporation adopts the following articles of dissolution of its articles of incorporation.

FIRST  
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The name of the corporation is : IMHOTEP MEDICAL GROUP, INC.

SECOND  
-----

The date of filing of this corporation's articles of incorporation was September 19, 1996.

THIRD  
-----

None of the corporation's shares have been issued.

FOURTH  
-----

No debt of the corporation remains unpaid.

FIFTH  
-----

The corporation had no net assets after winding up. And none was distributed to the incorporator.

SIXTH  
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The Articles of Dissolution was adopted by a majority of the incorporators on March 20, 1997.

IMHOTEP MEDICAL GROUP, INC.  
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Corporation Name

BY

  
INCORPORATOR

BY

  
PRESIDENT

ARTICLES OF DISSOLUTION

STATE OF : Florida

COUNTY OF: Dade

Before me, the undersigned authority, personally appeared Dr. Alexis Powell and Dr. Marie-Carole Desrosiers, to me well known to be the persons who executed the foregoing articles of dissolution for the corporation so named and acknowledged before me, according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20 day of May, 1997.

  
NOTARY PUBLIC



WILLIE BARNETT  
MY COMMISSION # 0038638 EXPIRES  
May 16, 1997  
BONDED THRU THE FARM INSURANCE, INC.