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PRESTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 118981 10302B

AUTHORIZATION :

*Patricia Pajuta*

COST LIMIT : \$ 122.50

ORDER DATE : October 14, 1996

ORDER TIME : 9:46 AM

ORDER NO. : 118981-005

CUSTOMER NO: 10302B

700001972487-3

CUSTOMER: Joseph Wasch, Esq  
RX MEDICAL SERVICES CORP.

Third Floor  
888 E. Las Olas Boulevard  
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: BIOLOGIC HEALTH CARE-FLORIDA,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

FILED  
96 OCT 14 PM 3:49  
TALLAHASSEE, FLORIDA  
DEPT. OF STATE

RECEIVED  
96 OCT 14 AM 11:35  
DIVISION OF CONFIRMATION

*KR*

*10-14-96*

ARTICLES OF INCORPORATION  
OF  
BIOLOGIC HEALTH CARE - FLORIDA, INC.

FILED  
96 OCT 14 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I  
NAME

The name of the corporation shall be:

BIOLOGIC HEALTH CARE - FLORIDA, INC.

ARTICLE II  
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is Suite 210, 888 East Las Olas Boulevard, Fort Lauderdale, Florida 33301. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III  
PURPOSE

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

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

(a) Par value shall be \$0.1 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

#### ARTICLE V TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

#### ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is Joseph C. Wasch. The street address of the initial registered agent of this corporation is 888 East Las Olas Boulevard, Suite 210, Fort Lauderdale, Florida 33301.

#### ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be

fewer than one (1). The name and address of the initial director of this corporation is:

Randolph H. Speer  
888 East Las Olas Boulevard, Suite 210  
Fort Lauderdale, Florida 33301

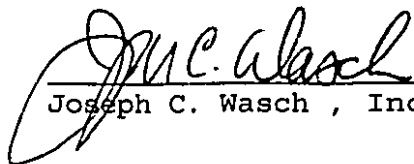
ARTICLE VIII  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX  
INCORPORATOR

The name and street address of the person signing these Articles is Joseph C. Wasch, 888 East Las Olas Boulevard, Suite 210, Fort Lauderdale, Florida 33301.

The undersigned has executed these Articles of Incorporation this 10th day of October, 1996.

  
Joseph C. Wasch, Incorporator

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF BROWARD    )

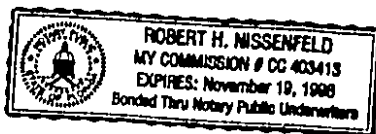
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Joseph C. Wasch, who is personally known to me or who has produced \_\_\_\_\_ as identification and

who did (did not) take an oath, the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on October 10, 1996.

Robert H. Nissenfeld  
Notary Public  
State of Florida at Large

My Commission Expires:



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

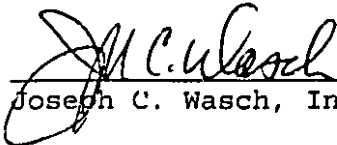
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

BIOLOGIC HEALTH CARE - FLORIDA, INC.

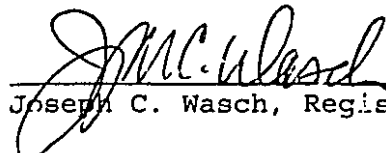
2. The name and address of the registered agent and office is:  
Joseph C. Wasch, 888 East Las Olas Boulevard, Suite 210,  
Fort Lauderdale, Florida 33301.

Dated: October 10, 1996

  
Joseph C. Wasch, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: October 10, 1996

  
Joseph C. Wasch, Registered Agent

File: g\jwasch\wordfiles\contract\artincrp.doc

FILED  
96 OCT 16 PM 3:49  
TALLAHASSEE, FLORIDA