### LAW OFFICES OF MARIAN A. SCHWEIGER

3UITE 109 901 N.E. 125TH STREET NORTH MIAMI, FLORIDA 33161

TELEPHONE:
(305) 891-1-72
October 36 1996

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O. Boy 633

Fallahassee, Fl. 32314

Re: Tri-Star Medical Group, Inc.

500001994345--0 -11/01/96--01083--015 \*\*\*\*122.50 \*\*\*\*122.50

Dear sir or madam:

Enclosed please find the articles of incorporation of N Tri - Star Medical Group, Inc. together with my check in the amount of \$122.50 for the filing fees required.

Please return a certified copy of the filed articles to the attention of the undersigned.

Very truly yours,

MARIAN A. SCHWEIGER

MAS/me Enc.

1/5

#### ARTICLES OF INCORPORATION

OF

TRI-STAR WEDICAL GROUP, INC.

96 NOV -1 PH 4: 37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

#### ARTICLE I

The name of this Corporation is:

TRI-STAR MEDICAL GROUP, INC.

#### ARTICLE II

Terms of Corporation Existence

The period of duration of the Corporation is perpetual unless dissolved according to law.

#### ARTICLE III

The purpose for which the Corporation is organized are:

- (a) Management services to medical providers.
- (b) To acquire by purchase, or otherwise, for investment or resale, and to own, operate, subdivide, lease, let, mortgage, sell and otherwise dispose of, for cash or on credit by conveyance, agreement for deed, or other lawful instrument, real estate, or mixed property, located in the State of Florida, or elsewhere, and generally to deal in the traffic as owner, agent or broker, in real estate, personal and mixed property, and any interest or estate therein, including subdivisions, apartment houses, residences, stores, office buildings, manufacturing sites, and the lots or parcels of land upon which they may be located, and to create, own, lease, sell, operate, and deal in freehold and leasehold estates of

any and all character whatsoever, and to be and investor in real and personal property.

- (c) To lend and borrow money, be a surety, execute bail bonds and to execute and deliver, accept, take and receive notes, bonds debentures of other evidences thereof, and mortgages, trust deeds, pledges, or other securities for the payment of same.
- (d) To acquire by purchase, subscription, or otherwise, and mortgage, pledge, or otherwise dispose of bonds, notes or other securities or evidence of indebtedness, and the shares of capital stock created and issued by any other corporation or corporations, association or associations, and to purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of any bonds or other securities or evidences created by or issued by any other corporation or corporations, association or associations, and while the owner of such stock, to exercise all rights, powers and privileges as such ownership, including the right to vote the same and to do any and all lawful acts or things designed to protect, preserve, improve or enhance the value of any such bonds, stocks, or other securities or evidences of indebtedness and to guarantee dividends upon shares of the capital stock of any other corporation in which this corporation, at any time, may be interested as a stockholder thereof, and to endorse or otherwise guarantee the principal and interest, of either thereof, of notes, bonds or other evidences of indebtedness created by issue of such corporations; to deal in its own stocks or brokerage business.
- (e) In addition, the corporation may transact any and all lawful business for which corporations may be incorporated under

the Florida General Corporation Act.

#### ARTICLE IV

#### Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is 100 million shares of Capital Stock. Such shares shall be of a single class, and shall have a par value of \$0.001 per share.

#### ARTICLE V

Initial Registered Office and Registered Agent

The street address of the Initial Registered Office of the corporation and the name of the Initial Registered Agent is: 901 N.E. 125th Street, North Miami, Florida 33161 and the name of the initial registered agent of this Corporation at that address is MARIAN A. SCHWEIGER.

#### ARTICLE VI

#### Principal Office

The Principal Office of the place of business of the corporation shall be 8332 S.W. 8TH Street, Miami, Florida 33142.

#### ARTICLE VII

#### Board of Directors

The affairs of the corporation shall be conducted by a Board of not less than one (1) and not more than fifteen (15).

#### ARTICLE VIII

#### Initial Directors

The names and street addresses of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the

corporation's existence or until their successors are elected and shall have qualified, are the following:

GUY T. LINDLEY, M.D. 8332 S.W. 8th Street Miami, FL 33142

ROBERT RILL 8332 S.W. 8th Street Miami, FL 33142

ROBERT MUNSON 8832 S.W. 8th Street Miami, FL. 33142

EDWARD L. REID, M.D. 8832 S.W. 8th Street Miami, FL. 33142

DEBORAH ROGERS 8832 S.W. 8th Street Miami, FL. 33142

#### ARTICLE IX

Subscribers

The name and street address of the person signing these Articles of Incorporation is:

MARIAN A. SCHWEIGER 901 N.E. 125th Street Suite 109 North Miami, FL 33161

#### ARTICLE X

Assignment of Subscription Rights

The original incorporator of the corporation shall have the right, upon its organization, to assign and deliver his subscription of stock to any person, or to firms of corporation who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment shall stand in lieu of the original incorporator and assume and carry out all the rights, liabilities and duties entailed by said subscription,

subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

#### ARTICLE XI

#### Management

The corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida, including, without limitation, the power shall be so exercisable upon majority vote of the Board of Directors unless stated otherwise in Chapter 607, Florida Statutes.

#### ARTICLE XII

Transactions with Related Parties

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of the corporation is or are interested, or is a director or officer of, or are the directors or officers of such other corporations.

#### ARTICLE XIII

#### Cumulative Voting

At all elections of Directors of the corporation, each common shareholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would be entitled to cast for the election of directors with respect to his shares, multiplied by the number of directors to be elected, and may cast all such votes for a single director or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

#### ARTICLE XIV

#### Preemptive Rights

No shareholder of the corporation shall have a preemptive right because of his shareholdings to have first offered to him any part of the presently authorized shares of the corporation, hereafter issued, optioned or sold, or any part of any debenture, bond, notes, or securities of the corporation convertible into shares hereafter issued, optioned or sold by the corporation.

#### ARTICLE IV

#### Indebtedness

The highest amount of indebtedness or liability to which this corporation may at any time subject itself to is unlimited.

#### ARTICLE IVI

#### Effective Date

The effective date of this corporation shall be the date as filed in the Secretary of State office in Tallahassee, Florida.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged the Articles of Incorporation, at Miami, Florida, this 30 day of October, 1996.

MARIAN A. SCHWEIGER

STATE OF FLORIDA

SS

COUNTY OF DADE

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgements in the County and State aforesaid, personally appeared MARIAN A. SCHWEIGER, who is well known to be the Incorporator described in and who executed the

foregoing Articles of Incorporation of TRI-STAR MEDICAL GROUP, INC. and that she executed the same as such Incorporator for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL, at Miami, Florida, this day of October, 1996.

Notary Public State of Florida

My Commission Expires:

MELODY O FORTING

MELODY OF FORTUNE
COMMISSION NUMBER
CC263228
MY COMMISSION EXP.
MAR. 7,1997

## CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that TRI-STAR MEDICAL GROUP, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 8332 S.W. 8th Street, Miami, Florida, 33142 hereby designates MARIAN A. SCHWEIGER whose address for service is 901 N.E. 125th Street, Suite 109, North Miami, Florida 33161 its agent to accept service of process within this state.

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 said Act relative to keeping open said office.

(Registered Agent)

FILED

6 NOV -1 PH 4: 37
SECRETARY OF STATE
ALLAHASSEE FLORIDA

# SUITE 109

901 N.E. 125TH STREET NORTH MIAMI, FLORIDA 53161

TELEPHONE (305) 891-1442

January 17, 1997

PACSIMILE: (305) 891-6104

Via FAX 904-487-6013

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

> Re: Tri-Star Medical Group, Inc. Document #P96000090742

Dear sir or madam:

Please change the mailing address for the above-referenced corporation to 300 Sevilla, Suite 301, Coral Gables, FL 33134.

Since the corporate annual report has probably gone to the old address, I would ask that you provide the undersigned with a 1997 corporate annual report for this corporation.

Thank you for your attention to this matter.

Very truly yours,

MAS/me

cc: Tri-Star Medical Group, Inc.

FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

September 17, 1997

TRI-STAR MEDICAL GROUP, INC. P O BOX 56-5203 MIAMI, FL 33256 US

SUBJECT: TRI-STAR MEDICAL GROUP, INC.

Ref. Number: P96000090742

Pebit Memo #: 16197-B

This is to inform you that check #1243 in the amount of \$550.00 submitted with the annual report for TRI-STAR MEDICAL GROUP, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$577.50 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the rayment is not received, your corporation will be administratively dissolved or revoked on or after November 17, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (850) 487-6057.

Pat Bailey Accountant I

Letter Number: 297A00046098