



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

August 20, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000001932500
-08/27/96--01055--004
\$\$\$70.00 \$\$\$70.00

RE: Medgrup Inc.
P3270817MEHUS

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Medgrup Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Kimberly Andras

Kimberly Andras
Non-Delaware Filings

enc.

FILED
96 DEC 20 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Conflict
pg 4-330*

*789,502,671
W96-17960*

396A00056752



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 27, 1996

KIMBERLY ANDRAS
THE COMPANY CORPORATION
1313 N MARKET ST
WILMINGTON, DE 19801-1151

SUBJECT: MEDGRUP INC.
Ref. Number: W96000017960

We have received your document for MEDGRUP 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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 896A00040520



THE COMPANY CORPORATION

1313 N Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

November 1, 1996

Beth Register
Corporate Specialist
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: MEDGRUP ASSOCIATES INC

Dear Ms. Register:

Enclosed please find corrected Articles of Incorporation for the above named corporation. A copy of your recent correspondence is enclosed.

Please have this incorporation filed with a date of August 27, 1996, as per our conversation earlier today.

Please return proof of filing to my attention, via Federal Express. Our FedEx account number is 0191-4212-4.

Thank you for your assistance !

Sincerely,


Alison Kochie
Operations Manager

Encs.



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

December 17, 1996

Beth Register
Corporate Specialist
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

8:30

Re: MEDGRUP ASSOCIATES INC

Dear Ms. Register:

Enclosed please find corrected Articles of Incorporation for the above named corporation.

Please have this incorporation filed with a date of August 27, 1996, as per our conversation on November 1, 1996.

A copy of my correspondence of November 1, 1996 is enclosed as well. We have traced this package through Federal Express and show proof of delivery to your office on November 4, 1996.

Please return proof of filing to my attention, via Federal Express. Our FedEx account number is 0191-4212-4.

Thank you for your assistance !

Sincerely,

Alison Kochie
Operations Manager

Encs.

Filed

DEC-23-1996 16:00 FROM THE COMPANY CORP.

TO

19044876013 P.01

The Company Corporation
1313 N. Market Street
Wilmington, Delaware 19801-1151

• TO:

Name: BETH REGISTER

Fax: 904-487-6013

• FROM

Name: ALISON KOCHIE

Fax: 302-575-1346

Phone: 1-800-542-2677 - OR - 302-575-0440

COMMENTS:

RE: MEDGRUP ASSOCIATES INC.:

AS PER THE REQUEST OF MR. HUSTY, PLEASE CHANGE THE DATE OF INCORPORATION FOR THE ABOVE NAMED CORPORATION. MR. HUSTY REQUESTS THAT WE USE THE DATE OF LAST RECEIPT, WHICH WAS DECEMBER 20, 1996, AS THE DATE OF INCORPORATION.

PLEASE DO NOT HESITATE TO CONTACT ME WITH ANY QUESTIONS!

ARTICLES OF INCORPORATION
OF
MEDGRUP ASSOCIATES INC

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST: The name of the corporation shall be Medgrup Associates Inc.
- SECOND: The address of the initial registered office of the corporation is 1700 Littleton Court, Winter Springs, FL 32708. The name of the registered agent is Victor Husty.
- THIRD: The principal address of the corporation is the same as above.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations be organized under the Florida Business Corporation Act.
- FIFTH: The total authorized stock of this corporation is divided into 10,000 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is four, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as Follows:
- Victor Husty- 1700 Littleton Court, Winter Springs, FL 32708.
Todd Husty- address same as above.
Gene Ridge- address same as above.
William Kronin- address same as above.
- SEVENTH: The duration of the coproration is perpetual.
- EIGHT: This is a Close Corporation.
- NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Elizabeth Brown 1313 N. Market St., Wilmington DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 27th day of August, 1996.

Elizabeth Brown

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 27 day of August, 1996 by Elizabeth Brown.

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

Susan M. Griffin
Notary Public

This document was prepared by Elizabeth Brown, 1313 Market Street, Wilmington, DE 19801 (302) 575-0440

FILED
96 DEC 20 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 43.091, Florida Statutes, the following is
submitted:

First, this MEDGRUP ASSOCIATES INC.

desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of EUSTIS, FLORIDA State of
Florida, has named VICTOR M. HUSTY located at

1700 LITTLETON COURT, WINTER SPRING
FL. 32708 as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act
in this capacity, and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties.

Victor M. Husty

Aug 14, 1996
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 20 AM 8:47

FILED