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NAME: MED FLORIDA ACQUISITION, INC.
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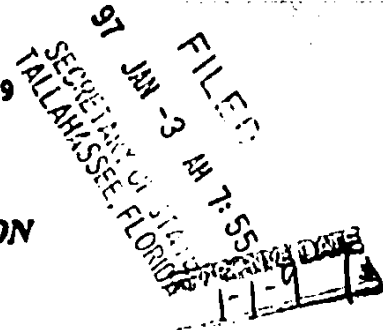
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**ARTICLES OF INCORPORATION
OF**

MED FLORIDA ACQUISITION, INC.

The undersigned hereby organizes a corporation (the "Corporation") for profit under the provisions of the Florida Business Corporation Act (the "Act"), and pursuant to the following Articles of Incorporation.

FIRST. The name of the Corporation is MED FLORIDA ACQUISITION, INC. The principal office and mailing address of the Corporation is: 390 North Orange Avenue, Suite 2500, Orlando, Florida 32801.

SECOND. The Corporation will have perpetual existence.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Act.

FOURTH. The aggregate number of shares of capital stock that the Corporation will have authority to issue is 500, all of which will be shares of voting common stock, having a par value of \$10.00 per share.

FIFTH. No stockholder of the Corporation will, solely by reason of holding shares of any class, have any preemptive or preferential right to purchase or subscribe for any shares of the Corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying warrants, rights, or options to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds, or other securities would adversely affect the dividend, voting or any other rights of such stockholder. The board of directors may authorize the issuance of, and the Corporation may issue, shares of any class of the Corporation, or any notes, debentures, bonds, or other securities convertible into or carrying warrants, rights, or options to purchase any such shares, without offering any shares of any class to the existing holders of any class of stock of the Corporation.

SIXTH. At all meetings of stockholders, a quorum will be present if the holders of a majority of the shares entitled to vote at the meeting are represented at the meeting in person or by proxy.

SEVENTH. Stockholders of the Corporation will not have the right of cumulative voting for the election of directors or for any other purpose.

Prepared by: Laurence C. Hammes, Esq.
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FL Bar #237914

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EIGHTH. The board of directors is expressly authorized to alter, amend, or repeal the bylaws of the Corporation or to adopt new bylaws.

NINTH. (a) The Corporation will, to the fullest extent permitted by the Act, as the same exists or may hereafter be amended, indemnify any and all persons it has power to indemnify under such law from and against any and all of the expenses, liabilities, or other matters referred to in or covered by such law. Such indemnification may be provided pursuant to any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her director or officer capacity and as to action in other capacity while holding such office, will continue as to a person who has ceased to be a director, officer, employee, or agent, and will inure to the benefit of the heirs, executors, and administrators of such a person.

(b) If a claim under the preceding paragraph (a) is not paid in full by the Corporation within 30 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant will be entitled to be paid also the expense of prosecuting such claim. It will be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct that make it permissible under the laws of the State of Florida for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense will be on the Corporation. Neither the failure of the Corporation (including its board of directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the laws of the State of Florida nor an actual determination by the Corporation (including its board of directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, will be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

TENTH: To the fullest extent permitted by the laws of the State of Florida as the same exist or may hereafter be amended, a director of the Corporation will not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article will not increase the personal liability of any director of the Corporation for any act or occurrence taking place before such repeal or modification, or adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The provisions of this Article Ten shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director that has not been eliminated by the provisions of this Article Ten.

ELEVENTH. The address of the Corporation's initial registered office in Florida is 390 North Orange Avenue, Suite 2500, Orlando, Florida 32801, and the name of its initial registered

agent at that address is Laurence C. Hames.

TWELFTH. The number of directors constituting the initial board of directors of the Corporation is one and the names and mailing addresses of such persons, who are to serve as directors until the first annual meeting of the stockholders or until their successors are elected and qualified, are:

Notes

William L. Hutton, M.D.

Address

**c/o Medsynergics, Inc.
7150 Grocville Avenue, Suite 114
Dallas, Texas 75231**

Hereafter, the number of directors will be determined in accordance with the bylaws of the Corporation.

THIRTEENTH: The effective date of incorporation shall be January 1, 1997.

FOURTEENTH: The powers of the incorporator will terminate upon the filing of these Articles. The name and mailing address of the incorporator is:

Name

Richard A. Lowe

Address

750 North St. Paul Street, Suite 750
Dallas, Texas 75201

EXECUTED ~~as~~ of the 1st day of January, 1997.

Ripley

Richard A. Lowe

MED FLORIDA ACQUISITION, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Laurence C. Hames, having been named as registered agent to accept service of process for the above-named Corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.



Laurence C. Hames

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