

P97000001241



THE UNITED STATES  
CORPORATION  
CORPANT

ACCOUNT NO. : 072100000032

REFERENCE : 211959 85036A

AUTHORIZATION :

Patricia P. P. P.

COST LIMIT : \$ 70.00

ORDER DATE : January 6, 1997

ORDER TIME : 3:22 PM

ORDER NO. : 211959-005

CUSTOMER NO: 85036A

CUSTOMER: Ms. Lori L. Carson-ammons  
JACOBS FORLIZZO & NEAL, P.A.

Suite 300  
13577 Feather Sound Drive  
Clearwater, FL 34622

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FILED  
97 JAN -6 AM 10:59  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: GROUP MEDICA USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

KR  
1-7-97

ARTICLES OF INCORPORATION  
OF  
GROUP MEDICA USA, INC.

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

97 JAN -6 AM 10:58  
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TALLAHASSEE, FLORIDA  
SECRET

ARTICLE I.

NAME

The name of this Corporation is GROUP MEDICA USA, INC.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is:

Suite D, 7600 Bryan Dairy Road, Largo, FL 33777.

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Richard O. Jacobs

Address: 13577 Feather Sound Drive, Suite 300,  
Clearwater, FL 34622

ARTICLE IV.

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Name: Richard O. Jacobs

Address: 13577 Feather Sound Drive, Suite 300,  
Clearwater, FL 34622.

ARTICLE V.

CAPITAL STOCK

- A. This Corporation is authorized to issue 20,000,000 shares of \$0.001 par value common stock in the

following classes: 10,000,000 shares of Class A common stock and 10,000,000 shares of Class B common stock.

- B. The shares of each class of common stock shall be identical in all respects and have equal rights and privileges, except that the Class A common stock shall elect the Class A Directors, and the Class B common stock shall elect the Class B Directors.

#### ARTICLE VI.

##### BOARD OF DIRECTORS

The Board of Directors shall consist of five (5) Class A Directors elected by the holders of a majority of the issued and outstanding shares of the Class A common stock attending a meeting for such purpose, in person or by proxy, and two (2) Class B Directors elected by the holders of a majority of the issued and outstanding shares of the Class B common stock attending a meeting for such purpose, in person or by proxy. The numbers of Directors of either or both Classes of Directors may be increased or decreased by the shareholders, but the ratio of the Class A Directors to the Class B Directors shall at all times be five (5) to two (2) unless the holders of a majority of the issued and outstanding shares of each of the Class A and Class B common stock attending a meeting in person or by proxy for such purpose approve a different ratio. A Director may be removed and replaced by holders of the Class of common stock electing such Director.

#### ARTICLE VII.

##### SHAREHOLDER'S AGREEMENT

The Shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of Officers or Directors, or other matters. Such an agreement, if signed by all of the Stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

#### ARTICLE VIII.

##### FUNDAMENTAL CHANGES

The following matters are deemed "Fundamental Changes" and are reserved to the decision of the Shareholders holding sixty-six and two-thirds (66.6667%) or more of the issued and outstanding shares of stock of each class of stock eligible to vote, with or without recommendation by the Board of Directors.

- A. Charter Amendment. Amendment of the Charter, except as to ministerial matters, if any, reserved to the Board of Directors under the Bylaws.

B. Liquidation and Termination. Liquidation and termination of the Corporation.

C. Asset Sale. Sale or other disposition of all or substantially all of the assets other than in the ordinary course of business, whether or not the sale or other disposition is in a single transaction or a series of related transactions.

D. Merger. Merger or consolidation of the Corporation if it is not the surviving Corporation.

E. Bankruptcy. Voluntary bankruptcy or receivership of the Corporation.

#### ARTICLE IX.

##### PREEMPTIVE RIGHTS

The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

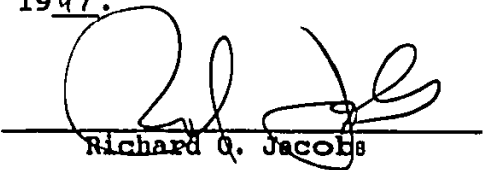
IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 2 day of January, 1997, for the purpose of organizing this Corporation under the laws of the State of Florida.

  
Richard O. Jacobs

##### ACKNOWLEDGMENT:

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 provision of said Act relative to keeping open said office.

Date: January 2, 1997.

  
Richard O. Jacobs

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