

CORY E. PETERSON, P.A.

P.O. Box 245

PENSACOLA, FLORIDA 32592-0245

(904) 474-1962

997000004547

January 8, 1997

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

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-01/10/97--01079--006
****122.50 ****122.50

RE: Bayside Medical, Inc.

EFFECTIVE DATE
1-8-97

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and Designation of Resident Agent for Service of Process on the above-mentioned corporation. It is our wish that the corporate existence of the corporation shall begin on the date of execution of the Articles of Incorporation.

Please process these documents accordingly and return a certified copy of the certificate as soon as possible.

Included herewith is a check in the amount of \$122.50 to cover the following:

| | |
|---------------------------------------|-----------------|
| Filing fee. | \$ 35.00 |
| Certified copy. | 52.50 |
| Filing Designation of Agent | 35.00 |
| | \$122.50 |

Thank you.

Sincerely,

[Signature]
Cory E. Peterson

1-16-97

TD

CEP/lac
Enclosures

97 JAN 10 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

EXPIRE DATE
1-8-97

FILED
97 JAN 10 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BAYSIDE MEDICAL, INC.

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is Bayside Medical, Inc.

ARTICLE II. DURATION

This corporation shall have a perpetual existence commencing on the date of execution of these Articles of Incorporation.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Shareholders shall have no preemptive rights to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE VI. INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT

The street address of the initial registered office and principal office of this corporation is 975 Royce St., Pensacola,

FL 32503, and the name of the initial registered agent of this corporation at that address is Mark B. Heath.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The name and street address of the initial Director who, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office until the first annual meeting of shareholders or his successors are elected and have qualified is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|--------------------------------------|
| Mark B. Heath | 975 Royce St. Pensacola, FL 32503 |
| Roy B. Heath | 975 Royce St. Pensacola, FL 32503 |

ARTICLE VIII. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation, is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|--------------------------------------|
| Mark B. Heath | 975 Royce St. Pensacola, FL 32503 |

ARTICLE IX. AMENDMENT OF
ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the

directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned, has executed these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, and does make and file these Articles and does certify that the facts contained herein are true.

x Mark B. Heath

STATE OF FLORIDA

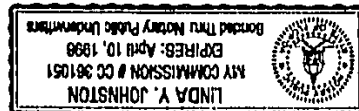
COUNTY OF ~~ESCAMBIA~~ SANTA ROSA

Before me, the undersigned Notary Public in and for said State and County, appeared Mark B. Heath the subscribing incorporator to the foregoing Articles of Incorporation, to me well known, and known by me to have executed the foregoing Articles of Incorporation and acknowledged and declared that he did make, execute, subscribe, and acknowledge the foregoing Articles of Incorporation as its voluntary act and deed for the purpose of forming a corporate body, pursuant to and under the provisions of the laws of the State of Florida, and the foregoing Articles of Incorporation and that the facts set forth therein are true and correct and who produced FDLW H300542604470 as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 8th day of January, 1997 in the State and County aforesaid.


NOTARY PUBLIC

My Commission Expires:



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

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

First: That Bayside Medical, Inc., desiring to organize
under the laws of the State of Florida with its principal office,
as indicated in the Articles of Incorporation at City of Pensacola,
State of Florida, has named Mark B. Heath, County of Escambia, as
its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above-stated corporation, at 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.

X BY: Mark B. Heath
Resident Agent

FILED
97 JAN 10 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA