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GARRY R. SPEAR, P.A.  
A PROFESSIONAL CORPORATION  
ATTORNEYS AT LAW

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Garry R. Spear

Lauren A. Cohen (licensed only in Tennessee and Canada)

(561) 391-2811

February 10, 1997

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

000002084090--6  
-02/11/97-01145--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Filing of Articles of Incorporation - G & S Medical Specialties, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for G & S Medical Specialties, Inc. The \$35.00 filing fee and the \$35.00 registered agent fee are enclosed.

Thank you for your assistance in this matter.

Sincerely,



Garry R. Spear  
Attorney at Law

Enclosure  
cc: file

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 11 AM 9:55

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 11 AM 9:55

**ARTICLES OF INCORPORATION**  
**OF**  
**G & S MEDICAL SPECIALTIES, INC.**

**ARTICLE ONE**

**CORPORATE NAME**

The name of the corporation shall be:

**G & S MEDICAL SPECIALTIES, INC.**

**ARTICLE TWO**

**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE**

**PURPOSE**

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

**ARTICLE FOUR**

**CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 1000 shares,  
all of which shall be common shares with \$1.00 par value.

## **ARTICLE FIVE**

### **MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS**

The mailing address and the principal place of business is:

4801 S. University Drive  
Suite 208  
Davie, Florida 33328

## **ARTICLE SIX**

### **REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 4801 S. University Drive, Suite 208, Davie, Florida 33328 and the initial registered agent at such address is Shelli Carlow.

## **ARTICLE SEVEN**

### **BOARD OF DIRECTORS**

The number of members of the Board of Directors may be changed from time to time as provided by the By-Laws of the corporation as adopted by the stockholders; but, in no event shall the Board of Directors consist of less than one (1) member at any time.

## **ARTICLE EIGHT**

### **INITIAL DIRECTORS**

The initial Board of Directors shall consist of two (2) members who shall hold office until the first meeting of the corporation and whose names and addresses are as follows:

Glenn Dinofer  
4801 S. University Drive  
Suite 208  
Davie, Florida 33328

Shelli Carlow  
4801 S. University Drive  
Suite 208  
Davie, Florida 33328

**ARTICLE NINE**

**INCORPORATORS**

The name and address of each incorporator executing the Articles of Incorporation is as follows:

Shelli Carlow  
4801 S. University Drive  
Suite 208  
Davie, Florida 33328

**ARTICLE TEN**

**COMMENCEMENT DATE**

The corporation shall be deemed to commence its existence upon the date the Charter Number is assigned to the corporation by the Secretary of State of the State of Florida.

**ARTICLE ELEVEN**

**INDEMNIFICATION**

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation this 29 day of January, 1997.

  
Shelli Carlow

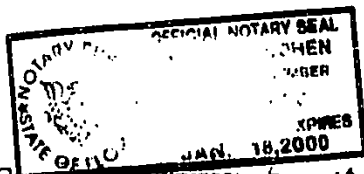
**STATE OF FLORIDA:**

**COUNTY OF BROWARD**

**BEFORE ME**, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Shelli Carlow, to me known to be the person

described as Incorporator in the foregoing Articles of Incorporation, who produced a driver's license as identification, and who took an oath and acknowledged before me that she executed said Articles of Incorporation.

WITNESS my hand and official seal this 29 day of January, 1997.



My Commission Expires:

Jan 18/2000

Lauren A. Cohen  
Notary Public  
State of Florida

97 FEB 11 AM 9:55

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT  
FOR SERVICE OF PROCESS**

The undersigned hereby designates Shelli Carlow, as its Registered Agent to accept service of process within this state.

Shelli Carlow  
Incorporator

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts the foregoing designation as Registered Agent for service of process with the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.

Shelli Carlow  
Shelli Carlow