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ACCOUNT NO. : 072100000032

REFERENCE : 261050 4329479

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pyjette*

ORDER DATE : February 14, 1997

ORDER TIME : 11:26 AM

ORDER NO. : 261050-005

CUSTOMER NO: 4329479

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CUSTOMER: Karen Bohn, Legal Assistant  
BAKER & HOSTETLER

2300 Sun Bank Ctr., Box 112  
200 South Orange Avenue  
Orlando, FL 32802

DOMESTIC FILING

NAME: MEDICAL FUTURISTICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED  
97 FEB 14 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 FEB 14 PM 12:13  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

217.97  
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**Articles of Incorporation  
of  
MEDICAL FUTURISTICS, INC.**

**FILED**  
**97 FEB 14 AM 9:25**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I**

**Name and Duration**

The name of the Corporation is MEDICAL FUTURISTICS, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II**

**Principal Office**

The address of the principal office of the Corporation is 1222 South Dale Mabry Highway, Suite 617, Tampa, Florida 33629.

**ARTICLE III**

**Registered Office and Agent**

The address of the registered office in the State of Florida is 1222 South Dale Mabry Highway, Suite 617, Tampa, Hillsborough County, Florida 33629. The name of the registered agent at such address is R. Stephen Venable.

**ARTICLE IV**

**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and

rights granted to and conferred on a corporation by the Florida Business Corporation Act.

#### ARTICLE V

##### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 75,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

#### ARTICLE VI

##### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

| <u>Name</u>        | <u>Address</u>   |
|--------------------|--|
| R. Stephen Venable | 1222 South Dale Mabry Highway<br>Suite 617<br>Tampa, Florida 33629 |

#### ARTICLE VII

##### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

| <u>Name</u>        | <u>Address</u>   |
|--------------------|--|
| R. Stephen Venable | 1222 South Dale Mabry Highway<br>Suite 617<br>Tampa, Florida 33629 |

#### ARTICLE VIII

##### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### ARTICLE IX

##### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

#### ARTICLE X

##### Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

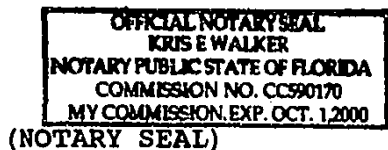
The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Tampa, Hillsborough County, Florida, this 31  
day of January, 1997.

  
\_\_\_\_\_  
R. Stephen Venable

STATE OF FLORIDA       )  
                                  ) SS.  
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this  
31st day of January, 1997, by R. Stephen Venable on behalf of the  
corporation. He is personally known to me or has produced  
\_\_\_\_\_ as identification.



Kris E. Walker  
(Notary Signature)  
Kris E. Walker  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. CC590170

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That MEDICAL FUTURISTICS, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named R. STEPHEN VENABLE, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent 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 statute relative to keeping open said office, and further states he is familiar with §607.0501, Florida Statutes.

  
R. Stephen Venable

DATED: January 31, 1997

FILED  
97 FEB 14 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA