

P97000033445

RONALD SILVER, P.A.

111 SANS SOUCI DRIVE  
CORAL GABLES, FLORIDA 33133

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March 5, 1997

Secretary of State of Florida  
Division of Corporations  
PO Box 6327  
Tallahassee FL 32314

Dear Sir:

000002112760--0  
03/07/97-01016--014  
\*\*\*122.50 \*\*\*87.50

Enclosed are:

1. Original, executed, Articles of Amendment to the Articles of Incorporation of CORNERSTONE MEDICAL, INC., changing its name to A-BEE-SEE, INC., together with an extra copy to be time-and-date stamped as filed, and returned to me; and
2. Original, executed, Articles of Incorporation for a new corporation to take the name CORNERSTONE MEDICAL, INC., contemporaneously with the change of name of the present corporation bearing that name, together with an extra copy to be time-and-date stamped as filed, and returned to me. **In addition to the stamped copy, please provide me with a certified copy of the Articles of Incorporation.**

Enclosed is my check in the amount of \$ 122.50 covering the following fees:

Filing fee for Articles of Amendment	\$ 35.00
Filing fee for Articles of Incorporation	\$ 35.00
Fee for certified copy of Articles of Incorporation	<u>\$ 52.50</u>
Total	\$122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR -7 PM 12:48

The two corporations filing articles herewith are affiliated companies, having the same controlling shareholders, who have consented to the various changes reflected in these documents.

Respectfully yours,

Ronald Silver

*Ronald Silver*  
3/13/97

Ronald Silver gave  
auth to correct the name.

70.00 F.F.  
17.50 C.C.  
87.50

by  
4/14/97

**ARTICLES OF INCORPORATION**  
**OF**  
CORNERSTONE MEDICAL, INC.  
**(A Florida For Profit Corporation)**

The undersigned, being a natural person competent to contract, for the purposes of forming a for-profit corporation under the Florida General Corporation Act, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

**ARTICLE I.**

**Name of Corporation**

The name of this corporation is:

**CORNERSTONE MEDICAL, INC.**

**ARTICLE II.**

**Purpose**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III.**

**Term of Existence**

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE IV.**

**Capital Stock**

This corporation is authorized to have outstanding at any time ONE THOUSAND (1,000) shares of common stock at ONE (\$1.00) DOLLAR par value.

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STATE OF FLORIDA  
CORPORATION DIVISION

**ARTICLE V.**

**Registered Agent**

The name and street address of this corporation's initial registered agent is:

Ronald Silver  
111 Sans Souci Drive  
Coral Gables, FL 33133

**ARTICLE VI.**

**Office Address**

The street address of the principal office of the corporation is:

5139 S. University Drive  
Davie, FL 33328

**ARTICLE VII.**

**Board of Directors**

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as prescribed by the by-laws, but there shall never be less than one (1). The initial director of this corporation is:

Lilian Lin  
10901 SW 42 Place  
Davie, FL 33328

**ARTICLE VIII.**

**Officers**

The corporation shall have a President and a Secretary and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Treasurers,

assistant Secretaries, and assistant Treasurers. A person may hold more than one office at one time. Such officers shall be elected by the Board of Directors. The Board may remove any or all of the officers from office, with or without cause, and at such time as the Board may determine. The name, address, and position of the person who serve as the initial officer of the Corporation is as follows:

Lilian Lin  
10901 SW 42 Place  
Davie, FL 33328  
President and Secretary

#### **ARTICLE IX.**

##### **Incorporator**

The name and address of the incorporator of this corporation is:

Ronald Silver  
111 Sans Souci Drive  
Coral Gables, FL 33133

#### **ARTICLE X.**

##### **Indemnification**

The corporation may indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

#### **ARTICLE XI.**

##### **By-Laws**

The By-laws may be repealed or amended, and new By-laws may be adopted, by either the Board of Directors or the Stockholders, but the Board of Directors may not amend or repeal

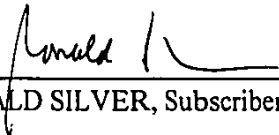
any By-law adopted by the Stockholders if the Stockholders specifically provide that such By-law is not subject to amendment by the Directors.

**ARTICLE XII.**

**Amendment of the Articles of Incorporation**

These articles may be amended, altered, modified or revoked only upon the vote of the majority of the Stockholders.

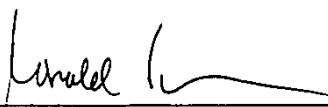
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida on this 5th day of March, 1997.

  
\_\_\_\_\_(L.S.)  
RONALD SILVER, Subscriber

SECRET  
DIVISION OF INVESTIGATION  
97 APR -7 PM 12:49

**ACCEPTANCE OF APPOINTMENT**  
**AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept my appointment as registered agent for the within corporation, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
RONALD SILVER,  
REGISTERED AGENT