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WINEGEART & GRAESSLE, P.A.

ATTORNEYS AND COUNSELORS

OLD MOROCCO BUILDING • 219 NEWMAN STREET - 4TH FLOOR • JACKSONVILLE, FLORIDA 32202

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY -2 PM 2:08

WILLIAM S. GRAESSLE
LAMAR WINEGEART III

TELEPHONE (904) 353-6333
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April 29, 1997

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

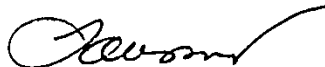
Re: Zassi Medical Evolutions, Inc.

Dear Secretary of State:

Enclosed please find for filing the original Articles of Incorporation of Zassi Medical Evolutions, Inc. along with a check in the amount of \$70.00 for the filing fee.

Should you have any questions concerning this filing, please feel free to contact our office.

Sincerely,



Lamar Winegeart III

LW3/kdr

Enclosure

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
ZASSI MEDICAL EVOLUTIONS, INC.

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ARTICLE I
Name

The name of the corporation is Zassi Medical Evolutions, Inc.

ARTICLE II
Duration

The corporation shall have perpetual existence.

ARTICLE III
Purpose

The purpose of this corporation is to engage in all purposes allowed under the laws of the United States and the State of Florida.

ARTICLE IV
Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each having the par value of twenty-five cents (\$0.25).

ARTICLE V
Address

The initial registered office of this corporation is 2386 Shannon Road, Fernandina Beach, Florida 32034. The name of the initial registered agent at such address is James N. Gandy.

ARTICLE VI
Director

The corporation shall have one director initially, whose name and street address are as follows:

James N. Gandy
2386 Shannon Road
Fernandina Beach, Florida 32034

ARTICLE VII
Subscriber

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

James N. Gandy
2386 Shannon Road
Fernandina Beach, Florida 32034

ARTICLE VIII
Officers

This corporation shall have the following officers: a President, a Vice-President, a Secretary and a Treasurer, and such other officers as may be appointed by the Board of Directors or established by the By-Laws from time to time.

ARTICLE IX
Miscellaneous

A. This corporation shall have the following powers: All powers as are now and as are hereafter conferred upon it by law. This corporation shall continue to have all powers which the law now confers upon it, even though the law conferring such power or powers is later amended or repealed. This provision shall be construed to give this corporation the broadest and the most comprehensive powers permitted by law.

B. This corporation shall establish plans such as, but not limited to, pension and/or profit sharing, wage continuation, group terms, medical care and accident and health.

C. Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director or officer in this corporation.

D. Any subscriber or stockholder present at any meeting either in person or by proxy, and any director present in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting of any defect or insufficiency of notice.

E. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and condition upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any capacity and receive compensation therefor in any form.

F. Unless otherwise provided in the By-Laws, stockholders shall have a preemptive right to purchase their pro rata share of new stock.

G. Unless otherwise provided in the By-Laws cumulative voting shall not be permitted.

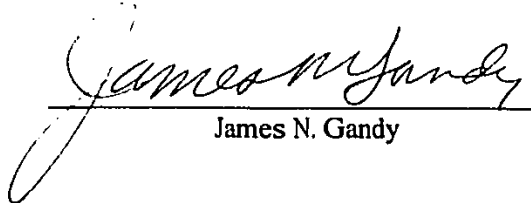
H. No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or officer of this corporation is interested in or is a director or officer of such other corporation.

I. Any director of this corporation, individually or jointly, may be a party to, or may be interest in, any contract or transaction of this corporation or in which this corporation is interested.

ARTICLE X Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless the directors and stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be amended in any other manner permitted by law.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executed these Articles of Incorporation and certified to the truth of the facts herein, this ____ day of May, 1997.

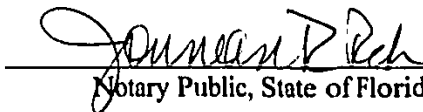

James N. Gandy

STATE OF FLORIDA)

COUNTY OF NASSAU)

BEFORE ME, the undersigned authority, this day personally appeared James N. Gandy, to me well known or who has produced a Florida driver's license as identification and who did take an oath, and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 30 day of April, 1997.


Notary Public, State of Florida



Jonnean R. Reh
MY COMMISSION # CC588273 EXPIRES
September 25, 2000

BONDED THRU TROY FARM INSURANCE, INC.

Printed or typed name of notary

My commission expires:

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT & REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

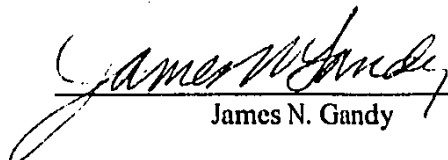
1. The name of the corporation if Zassi Medical Evolutions, Inc.
2. The name and address of the registered agent and office is:

James N. Gandy
2386 Shannon Road
Fernandina Beach, Florida 32034

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Having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent 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.

ZASSI MEDICAL EVOLUTIONS, INC.


James N. Gandy