

KLEND, MITCHELL, AUSTERMAN & ZUERCHER, L.L.C.

Alexander B. Mitchell, II
Gary M. Austerman
Michael R. Biggs
Alan D. Herman
John V. Wachtel, IV
J. Michael Morris
David D. Broomfield
Kenneth L. Wertz
Jeffrey D. Peier
Ron D. Beal
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Of Counsel
Vincent L. Bogart, Chtd.
Patricia L. Coffey †
Ronald M. Gott
Bruce W. Zuercher †

L.D. Klenda (1971-1996)

† licensed also in Missouri
† licensed also in Colorado

P 97000069561

Florida Department of State
Qualification/Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300002242929--5
-07/21/97-01097-002
*****70.00 *****70.00

Re: Lerner Lymphedema Services, Inc.

Dear Secretary of State:

We have also enclosed two originally signed copies of the Articles of Incorporation of Lerner Lymphedema Services, Inc. Attached to each copy is the Certificate of Designation of Registered Agent/Registered Office which has been properly completed. We have enclosed the \$70 filing fee. Please file these Articles of Incorporation and return one copy to our office.

Should anything further be required for the filing, please call us collect. Thank you kindly for your attention to this matter.

Very truly yours,

Sharon K. Kincaid

Sharon K. Kincaid, CLA
Certified Legal Assistant

SKK/
Enclosures

AUG 1 2 1997

AUG 1 2 1997

FILED
97 AUG 11 PM 1:07
TALLAHASSEE, FLORIDA
STATE DEPT. OF STATE

KLEND, MITCHELL, AUSTERMAN & ZUERCHER, L.L.C.

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August 8, 1997

Attention: Bobbie Cox
Florida Department of State
Qualification/Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
97 AUG 11 PM 1:07
CLERK OF STATE
TALLAHASSEE, FLORIDA

Re: Lerner Lymphedema Services, Inc.

Dear Bobbie:

Pursuant to your instructions, we are returning the two originally signed copies of the Articles of Incorporation of Lerner Lymphedema Services, Inc. along with the Certificate of Designation of Registered Agent/Registered Office. We have also enclosed the Consent of Joachim Zuther, Manager of Lerner Lymphedema Services Academy, L.L.C. It is our understanding that you are holding the \$70 filing fee. Please file these Articles of Incorporation and return one copy to our office. Thank you kindly for your assistance in this filing Bobbie.

Should anything further be required, please give me a call.

Very truly yours,

Sharon

Sharon K. Kincaid, CLA
Certified Legal Assistant

SKK/
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 22, 1997

SHARON K KINCAID CLA
301 N MAIN #1600
WICHITA, KS 67202-4888

SUBJECT: LERNER LYMPHEDEMA SERVICES, INC.
Ref. Number: W97000016855

We have received your document for LERNER LYMPHEDEMA SERVICES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 497A00037120

**ARTICLES OF INCORPORATION
OF
LERNER LYMPHEDEMA SERVICES, INC.**

FILED
91 AUG 11 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be Lerner Lymphedema Services, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 12651 W. Sunrise Boulevard, Sunrise, Florida 33323.

ARTICLE III - SHARES

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of authorized common stock without par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the corporation's initial registered office and the name of its initial registered agent at that office is:

David B. Lerner, Esq.
4327 N. Reflections Blvd., Apt. 206
Sunrise, Florida 33351

ARTICLE V - NAME AND ADDRESS OF INCORPORATOR

The name and mailing address of the incorporator is:

David B. Lerner, Esq.
4327 N. Reflections Blvd., Apt. 206
Sunrise, Florida 33351

ARTICLE VI - NATURE OF BUSINESS

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE VII - INITIAL DIRECTORS

The names and mailing addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

David B. Lerner, Esq. 4327 N. Reflections Blvd., Apt. 206 Sunrise, Florida 33351	Dr. Robert Lerner 315 E. 65th St., Apt. 2F New York, New York 10021	Charles A. Lerner, DVM P. O. Box 145 New Paltz, New York 12561
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At all elections of directors of the corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which, except for this provision as to cumulative voting, such shareholder would be entitled to cast for the election of directors with respect to such shareholder's shares of stock multiplied by the number of directors to be elected by each shareholder, and each shareholder may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them as such shareholder may see fit. All elections of directors shall be by written ballot only if requested by any shareholder entitled to vote.

ARTICLE VIII - PREEMPTIVE RIGHTS

No original issue of the shares of stock of the corporation shall be made hereafter except as the same may be authorized by resolution of the Board of Directors. Upon any original issue of

shares hereafter so authorized, the existing shareholders at the time of the adoption of such resolution shall be entitled to subscribe to shares of the said original issue in proportion to their then existing stockholdings, and on the same terms authorized for such original issue by the Board of Directors. Upon the adoption of any such resolution, notice thereof and of their preemptive rights shall be given to the existing shareholders in writing by mail to their last known addresses, and such preemptive rights may be exercised by delivering a written election thereof at the registered office of the corporation within ten (10) days after the mailing of such notice.

ARTICLE IX - TRANSFER RESTRICTIONS

There is reserved to the corporation and to existing shareholders in such manner as shall be set forth in the corporation's Bylaws, the right to purchase and acquire the stock of any selling shareholders before sale to a non-shareholder.

ARTICLE X - INDEMNIFICATION

A. The corporation shall indemnify and hold harmless, to the fullest extent permitted under applicable law as it presently exists or may hereafter be amended, any person who was or is made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for a breach of fiduciary duty as a director, except to the extent

such exemption from liability or limitation thereof is not permitted under applicable law as it presently exists or may hereafter be amended.

C. Neither the amendment nor repeal of this Article X shall eliminate or reduce the effect of this Article X in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article X would accrue or arise prior to such repeal.

ARTICLE XI - AMENDMENT OF BYLAWS

The original or other Bylaws of the corporation may be adopted, amended or repealed by the incorporators or by the initial directors named in these Articles of Incorporation, or, before the corporation has received any payment for any of its stock, by its Board of Directors. After the corporation has received any payment for any of its stock, the Bylaws of the corporation may be adopted, amended or repealed by the affirmative vote of at least two-thirds of the outstanding capital stock of the corporation at a meeting called for that purpose at which a quorum is present, or by at least a two-thirds vote of the full Board of Directors.


ARTICLE XII - REMOVAL OF DIRECTORS

Any director, or the entire Board of Directors, may be removed from the office at any time, but only for cause and only by the affirmative vote of at least two-thirds of the outstanding capital stock of the corporation at a meeting called for that purpose at which a quorum is present; provided, however, that if the Board of Directors, by an affirmative vote of at least two-thirds of all members of the Board of Directors then in office, recommends removal of a director or directors to the shareholders, such removal may be effected by the affirmative vote of at least a majority of the outstanding capital stock of the corporation at a meeting of shareholders called for that purpose at which a quorum is present.

ARTICLE XIII - AMENDMENT OF ARTICLES OF INCORPORATION

In the manner set forth in the following sentence, 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 law, and all rights and powers conferred herein on shareholders, directors and officers are subject to this reserved power. These Articles of Incorporation may be amended at any annual or special meeting of the shareholders of the corporation by an affirmative vote of at least two-thirds of the outstanding capital stock of the corporation entitled to vote at a meeting in which a quorum is present in person or by proxy; provided, however, that if the Board of Directors, by an affirmative vote of at least two-thirds of all members of the Board of Directors then in office, recommends the advisability of the amendment, such amendment may be effected by the affirmative vote of at least a majority of the outstanding capital stock of the corporation.

The undersigned incorporator has executed these Articles of Incorporation this 16th day of July, 1997.



David B. Lerner, Esq., Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 is: Lerner Lymphedema Services, Inc.

2. The name and address of the registered agent and office is:

David B. Lerner, Esq.

(NAME)

4327 N. Reflections Blvd., Apt. 206

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Sunrise, Florida 33351

(CITY/STATE/ZIP)

FILED
97 AUG 11 PM 1:07
TALLAHASSEE, FLORIDA

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.

David Lerner
(SIGNATURE)

7/16/97
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

AUG 05 '97 09:44PM JLEND-HITCHELL 3162670330

FILED
97 AUG 11 PM 1:07
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA**CONSENT**

The undersigned, Joachim Zuther, Manager of Lerner Lymphedema Services Academy, L.L.C., a Florida limited liability company, does hereby consent to Lerner Lymphedema Services, Inc., a Florida corporation, using the name Lerner Lymphedema Services, Inc. in Florida.

Dated this 6 day of August, 1997.

LERNER LYMPHEDEMA SERVICES
ACADEMY, L.L.C.

By

Joachim Zuther
Joachim Zuther, Manager

STATE OF FLORIDA)

COUNTY OF BROWARD)

ss:

The foregoing instrument was acknowledged before me this 6th day of August, 1997 by Joachim Zuther, Manager of Lerner Lymphedema Services Academy, L.L.C.

Marie H. Maxem
Notary Public

My Appointment Expires:

