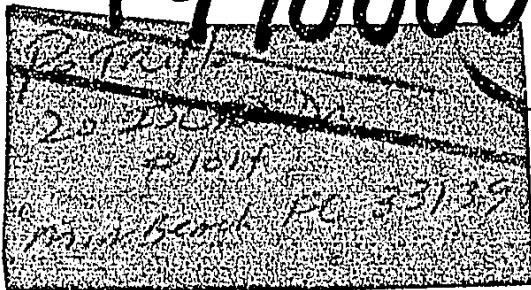


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\*\*\*\*122.50 \*\*\*\*122.50

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Medical Holdings, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG 21 PM 12:53

9-22-97

Examiner's Initials

WS

ARTICLES OF INCORPORATION  
OF

Medical Holdings, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG 21 PM 12:53

We, the undersigned, being of legal age, do hereby associate for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of the corporation shall be Medical Holdings, Inc.

ARTICLE II

The general nature of the business and object and purposes proposed to be transacted and carried on are to be engaged in are any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 100 shares at \$ .01 par value.

ARTICLE IV

This corporation shall exist perpetually unless sooner dissolved according to the law and said corporation's existence shall commence on the date of subscription and acknowledgement of this Certificate of Incorporation.

ARTICLE V

The initial street address of said corporation shall be at:

20901 SW 112 AVE STE 100 MIAMI, FL 33189

ARTICLE VI

The number of directors of this corporation shall not be less than one (1) nor more than seven (7). The corporation shall initially have two (2) directors.

ARTICLE VII

The corporation shall be managed by a Board of Directors unless the stockholders shall by a majority vote hereafter determine that the corporation shall be managed by the stockholders. If the corporation is managed by the directors, the exact number of directors shall be determined by the stockholders from time to time, but at no time shall there be less than one (1) director. At no time shall the corporation be managed by the stockholders

unless there is at least one (1) stockholder.

#### ARTICLE VIII

Any restrictions imposed by the corporation on the sale or other disposition of its shares and on the transfer thereof must be noted conspicuously on each certificate representing shares to which the restriction applies.

#### ARTICLE IX

The name and address of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are elected shall be:

NAMES	ADDRESSES	OFFICE
1) Louis A. Petriello PRES	20 ISLAND DR #1014	MIAMI BEACH FL 33139
2) Lucy A. Petriello SEC.	7900 SW 143 ST.	MIA FL 33158

#### ARTICLE X

These articles may be amended, when approved by a majority of the Directors and stockholders.

The corporation shall indemnify directors or officers, or subscribers and their heirs, and assigns, against all expenses, actually and necessarily incurred in connection with the defence or settlement of any claim action, suit or proceeding in which they be reason of being or having been directors or officers, except in relation to matters as to which any such director or officer shall be adjudged to be liable for gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which the indemnification may be entitled under the law, or by-law, agreement, vote of stockholders, or otherwise.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever.

#### ARTICLE XI

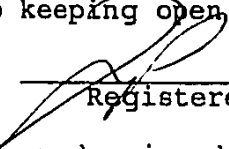
The name and street address of the incorporator to these Articles of Incorporation is LOUIS A. PETRIELLO  
whose address is 20 ISLAND DR #1014 MIAMI BEACH, FL  
33139

#### ARTICLE XII

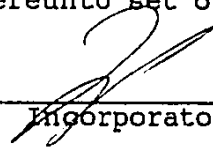
The registered agent to accept service of process within this State for said corporation shall be LOUIS A. PETRIELLO

whose address is 20 ISLAND DR. #1044 Miami Beach, FL 33139

Having been named to accept service of process for the above stated corporation at the place designated, herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said act to keeping open said office.

  
\_\_\_\_\_  
Registered Agent

INWITNESS WHEREOF, we, the undersigned, being the original subscribers to the capital stock hereinabove named and the incorporators, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do respectively agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals this 18 day of Aug. 1997.

  
\_\_\_\_\_  
Incorporator

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DIVISION OF CORPORATIONS  
97 AUG 21 PM 12:54

STATE OF FLORIDA:  
COUNTY OF DADE:

BEFORE ME the undersigned authority personally appeared,  
LOUIS A. PETRILLO, Incorporator to me well known and known by  
me to be the individual described in, and who executed the  
foregoing Certificate of Incorporation, and who has acknowledged  
before me that he executed the same for the purposes therein  
expressed.

✓ personally known or  
produced \_\_\_\_\_ as identification

IN WITNESS WHEREOF, I have hereunto affixed my hand and  
official seal at Capital Bank, Florida on this 18<sup>th</sup>  
day of August, 1997.

*Consuelo Jerez*



Consuelo Jerez  
My Commission CC626815  
Expires April 13, 2001