

P 97000085659
WOLFE, YOUNG, O'BAKER & COMPANY
Accountants & Tax Consultants

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Casselberry, Florida 32707

Ph # (407) 339-9000
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September 25, 1997

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

Re: MDI/Primecare, Inc.

000002310140--5
-10/02/97--01086--009
*****70.00 *****70.00

To Whom It Concerns:

Enclosed please find \$70.00 check for Filing Fees (\$35.00) and Registered Agent Designation (\$35.00) for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

WOLFE, YOUNG, O'BAKER & COMPANY



Robert W. Wolfe

RWW/bjs
Enclosures

cc: Shelia Dann

FILED
97 OCT -2 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TM-10/3/97

Articles of Incorporation
of
MDI/Primecare, Inc.

Article I - Name

The name of the corporation is: MDI/Primecare, Inc.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other State, country, territory or nation.

Article IV - Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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TALLAHASSEE, FLORIDA

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 3206 Greens Avenue, Orlando, Florida 32804, and the name of the initial registered agent of this corporation at that address is: Shelia Dann.

Article VII - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The name and address of the Initial Director is: Shelia Dann, 3206 Greens Avenue, Orlando, Florida 32804.

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Shelia Dann, at 3206 Greens Avenue, Orlando, Florida 32804.


Article IX - Initial Officers

The names and addresses of initial officers shall be Shelia Dann, 3206 Greens Avenue, Orlando, Florida 32804, President, Secretary and Treasurer.

Article X - By-Laws

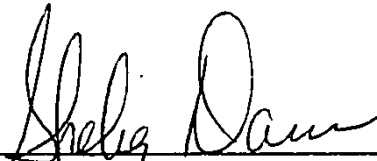
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the bylaws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the ^{30th} day of ^{Sept}, A.D., 1997.


Shelia Dann -Incorporator

STATE of FLORIDA
COUNTY OF Orange

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, Shelia Dann, well-known to me, who, after first being duly sworn by me, deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are all true, accurate and correct.



Shelia Dann

SWORN and SUBSCRIBED to before me this 30th day of Sept, A.D., 1997.



BARBARA J OAKLEY
My Commission C0375029
Expires May. 23, 1998
Bonded by HAI
800-422-1555



Notary Public, State of Florida
AT LARGE

My Commission Expires: (N.P.Seal)

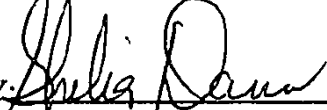
State of Florida
Department of State

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

The following is submitted in compliance with Section 48.091, Florida Statutes.

MDI/Primecare, Inc., a corporation organized under the laws of the State of Florida, with its principal office at: 3206 Greens Avenue, Orlando, Florida 32804, has named Shelia Dann of 3206 Greens Avenue, Orlando, Florida 32804, as its Agent to accept service of process within this State.


MDI/Primecare, Inc.

BY: 
Shelia Dann, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the designated place in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Shelia Dann, Resident Agent