

P970000 86006



ACCOUNT NO. : 072100000032

REFERENCE : 554272 10463A

AUTHORIZATION :

*Patricia Pizant*

COST LIMIT : \$ 122.50

ORDER DATE : October 6, 1997

ORDER TIME : 9:40 AM

ORDER NO. : 554272-005

500002312225--7

CUSTOMER NO: 10463A

CUSTOMER: Ms. Christina M. Basil  
COHEN CHERNAY NORRIS  
WEINBERGER & HARRIS  
4th Floor  
712 U.S. Highway 1  
North Palm Bch, FL 33408-7146

DOMESTIC FILING

NAME: MEDICAL ASSET MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 OCT -6 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SN OCT -6 1997

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EXPIRATION DATE  
10/3/97

ARTICLES OF INCORPORATION  
OF  
MEDICAL ASSET MANAGEMENT, INC.

FILED  
97 OCT -6 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is Medical Asset Management, Inc.

Article II - Principal Address

11 Sheldrake Lane  
Palm Beach Gardens, FL 33418

Article III - Commencement

This corporation shall commence on the date of execution of these Articles.

Article IV - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article V - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, \$.01 par value.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 712 U.S. Highway One, Suite 400, North Palm Beach, Florida, 33408 and the name and address of the initial registered agent is Michael D. Harris, 712 U.S Highway One, Suite 400, North Palm Beach, Florida, 33408.

Article VII - Initial Board of Directors

This corporation shall have 0 directors initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

Article VIII - Incorporator

The name and address of the person signing these articles is:

Michael D. Harris  
712 U.S. Highway One, Suite 400  
North Palm Beach, Florida 33408

Article IX - Bylaws

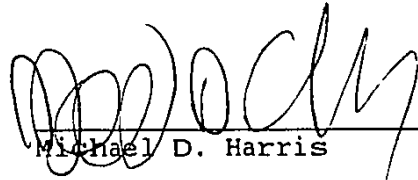
The power to adopt, alter, amend or repeal bylaws shall be vested in both the board of directors and the shareholders.

Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

Article XI - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

  
\_\_\_\_\_  
Michael D. Harris

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST--THAT Medical Asset Management, Inc.

(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF

FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF PALM

BEACH GARDENS, STATE OF FLORIDA, HAS NAMED Michael D. Harris

CITY)

(STATE)

(REGISTERED AGENT)

LOCATED AT 712 U.S Highway One

CITY OF North Palm Beach

STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

SIGNATURE: Michael D. Harris

Michael D. Harris

TITLE: Incorporator

DATE: 10/3/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED 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.

SIGNATURE: Registered Agent

Registered Agent

DATE: \_\_\_\_\_

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