

P97000103030



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 622058 9081A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : December 4, 1997

ORDER TIME : 10:35 AM

ORDER NO. : 622058-005

CUSTOMER NO: 9081A

CUSTOMER: Ms. Laura G. Maclean
MACLEAN & EMA

2600 Ne 14th Street Causeway

Pompano Beach, FL 33062

DOMESTIC FILING

NAME: ZOHLMAN, INC.

EFFECTIVE DATE:

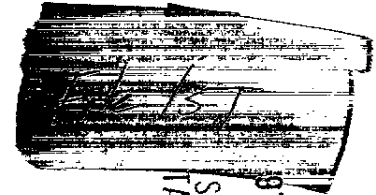
XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____



FILED
97 DEC -4 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

000002362800--1

RECEIVED
97 DEC -4 AM 11:36
DIVISION OF CORPORATION

W97-27111

mc 12/8/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 4, 1997

CSC

SUBJECT: ZOHLMAN, INC.
Ref. Number: W97000027111

We have received your document for ZOHLMAN, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 397A00057342

DIVISION OF CORPORATION

97 DEC -8 AM 10:50

RECEIVED

**ARTICLES OF INCORPORATION
OF
ZOHLMAN, INC.**

FILED
97 DEC -4 PM 12: 47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The name of the corporation shall be ZOHLMAN, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three directors whose name and addresses are as follows:

ROBERT S. ZOHLMAN, M.D.
3490 Ridgeview Drive
Santa Rosa, California 95404

ARTHUR ZOHLMAN
2868 River Pines Way
Sarasota, Florida 34231

SCOTT ZOHLMAN
1597 Crevosse Court
Riverside, California 92506

ARTICLE X

The initial registered agent of the corporation is Laura G. MacLean, Esquire. The street address of the corporation's initial registered office is C/O MacLean and Ema, 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be: C/O MacLean and Ema, 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Laura G. MacLean, Esquire, C/O MacLean and Ema, 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062.

The undersigned incorporator has executed these Articles of Incorporation this 28th day of November 1997.



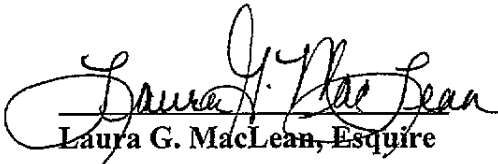
Laura G. MacLean, Esquire
Incorporator

**CONSENT TO SERVE AS REGISTERED AGENT
FOR
ZOHLMAN, INC.**

Registered agent for Zohlman, Inc.: Laura G. MacLean, Esquire
Street Address: MacLean and Ema
2600 NE 14th Street Causeway
Pompano Beach, Florida 33062

Having been named in the State of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: 12/5/97

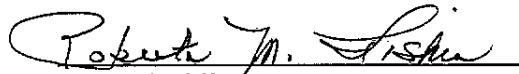

Laura G. MacLean, Esquire

FILED
97 DEC -4 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 5th day of December, 1997 by **Laura G. MacLean, Esquire**, who is personally known to me or who has produced his _____ as identification and who did (did not) take an oath.


Notary Public
Commission No.

My Commission Expires:

— (SEAL)

