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TO: DIVISION OF CORPORATIONS
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074323003114

ACCT#:

CONTACT: JO ELLEN VAN CAMP

PHONE: (904)353-2000

FAX #:

(904)358-1872

NAME: ZASSI MEDICAL EVOLUTIONS, INC.

AUDIT NUMBER.....H97000020389

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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PAGES..... 4

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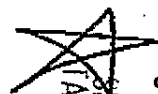
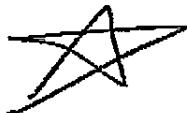
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****PLEASE SEE SIMULTANEOUS FILING OF ARTICLES OF DISSOLUTION OF "ZASSI MEDICAL
EVOLUTIONS, INC." (DOC NO. P97000040235) FILED UNDER AUDIT NUMBER H97000020388****



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ZASSI MEDICAL EVOLUTIONS, INC.

The undersigned, acting as incorporator of Zassi Medical Evolutions, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: Zassi Medical Evolutions, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

2386 Shannon Road
Fernandina Beach, FL 32034

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares the corporation is authorized to issue is 1,000,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 2386 Shannon Road, Fernandina Beach, Florida 32034, as the street address of the initial registered office of the corporation and names James N. Gandy the corporation's initial registered agent at that address to accept service of process within this state.

Prepared by J. Van Camp, Legal Assistant
Holland & Knight LLP (904) 353-2000
50 N. Laura St. #3900, Jacksonville, FL 32202

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ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation has three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The name of the initial directors are:

Peter M. von Dyck
A. Curtis Tacy, Jr.
John S. Minasi, M.D.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Peter M. von Dyck	2386 Shannon Road Fernandina Beach, FL 32034

ARTICLE VIII. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not

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entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on December 10, 1997.


Peter M. von Dyck, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Dated: December 10, 1997


James N. Gandy

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TALLAHASSEE, FLORIDA

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ZASSI MEDICAL EVOLUTIONS, INC.

CORPORATE NAME AFFIDAVIT

STATE OF FLORIDA

COUNTY OF DUVAL

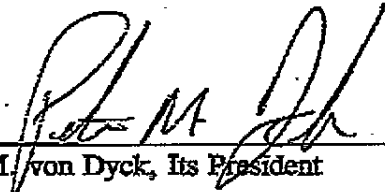
Peter M. von Dyck, being first duly sworn, deposes and says:

1. That he is the President of Zassi Medical Evolutions, Inc., a Florida corporation (the "Corporation"), assigned document number P97000040235, and has executed this Affidavit to be filed pursuant to Section 607.1405(4), Florida Statutes.

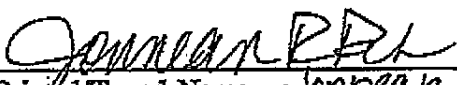
2. That Articles of Dissolution for the Corporation are being filed simultaneously with this Affidavit and the Corporation has no intention of reinstating.

3. That the Corporation permits Peter M. von Dyck, as incorporator, to form a new corporation using the identical name.

Further Affiant sayeth not.


Peter M. von Dyck, Its President

Sworn to and subscribed before me this 10th
day of December, 1997, by Peter M. von Dyck
who is personally known to me or who has
produced FL Drivers License as
identification.


Printed/Typed Name: Jonnean R. Reh
Notary Public, State of Florida
My commission expires: 9/25/2000
Commission number: CC 588273JAX1-263886
53734-1Jonnean R. Reh
MY COMMISSION # CC588273 EXPIRES
September 25, 2000
BONDED THIRD PARTY INSURANCE, INC.

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