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ATTORNEY & COUNSELOR AT LAW  
283 N. NORTHLAKE BOULEVARD  
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ALTAMONTE SPRINGS, FL 32701

GORHAM RUTTER, JR.

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MAILING ADDRESS:  
P.O. BOX 915454  
LONGWOOD, FL 32791-5454

February 5, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

700002429967--2  
-02/13/98--01031--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Daytona Vascular Incorporated

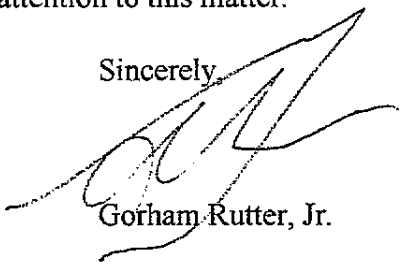
Dear Sir/Madam:

With respect to the above-referenced corporation, enclosed please find the original Articles of Incorporation and a Resident Agent Certificate, together with my check in the amount of \$70.00 to cover the following costs:

- 1. Filing Fee \$35.00
- 2. Designation of Registered Agent 35.00

Thank you for your time and attention to this matter.

Sincerely,



Gorham Rutter, Jr.

GR/jp  
Enclosure  
complete

FILED  
98 FEB 13 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
DAYTONA VASCULAR INCORPORATED**  
\*\*\*\*\*

**FILED**  
98 FEB 13 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name.** The name of this Corporation is DAYTONA VASCULAR INCORPORATED.

**ARTICLE II**

**Business and Activities.** This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III**

**Capital Stock.** The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) SHARES of common stock having no par value, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

**ARTICLE IV**

**Term of Existence.** This Corporation shall have perpetual existence.

**ARTICLE V**

**Address of the Principal Office and Mailing Address.** The principal place of business and mailing address of this Corporation shall be 283 N. Northlake Boulevard, Suite 111, Altamonte Springs, FL 32701.

## ARTICLE VI

**Initial Registered Agent and Address.** The name of the initial registered agent of this Corporation is GORHAM RUTTER, JR., and the street address of the Corporation's initial registered office is 283 N. Northlake Boulevard, Suite 111, Altamonte Springs, FL 32701.

## ARTICLE VII

**Indemnification.** The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, vote of shareholders, or disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, personal representatives, administrators and executors of such persons.

## ARTICLE VIII

**Number of Directors.** The Board of Directors of this Corporation shall consist of at least one (1) and not more than five (5) Directors. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude a Director from serving the Corporation in any other capacity and receiving compensation therefor.

**ARTICLE IX**

**Initial Board of Directors.** The name and street address of the sole member of this Corporation's first Board of Directors are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Gorham Rutter, Jr.	283 N. Northlake Boulevard Suite 111 Altamonte Springs, FL 32701

**ARTICLE X**

**Incorporator.** The name and street address of the sole Incorporator to these Articles of Incorporation are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Gorham Rutter, Jr.	283 N. Northlake Boulevard Suite 111 Altamonte Springs, FL 32701

**ARTICLE XI**


**Lost or Destroyed Certificates.** Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided in the By-Laws of this Corporation.

**ARTICLE XII**

**Amendment.** These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the Directors and all of the stockholders sign a written

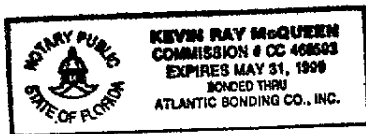
statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

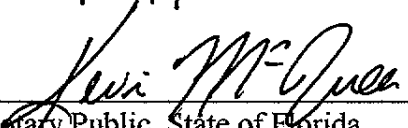
IN WITNESS WHEREOF, the undersigned does set his hand and seal this 9<sup>th</sup> day of February, 1998.

  
\_\_\_\_\_  
Gorham Rutter, Jr.

STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me on February 9<sup>th</sup>, 1998, by Gorham Rutter, Jr., who is personally known to me or who produced the following form(s) of identification: FL DL# R 360 280 52 241 - exp 7/1/2002



  
\_\_\_\_\_  
Notary Public, State of Florida  
KEVIN McQUEEN  
\_\_\_\_\_  
(Printed Name of Notary Public)

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sec. 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office in the State of Florida:

1. The name of the Corporation is: DAYTONA VASCULAR INCORPORATED.

2. The name and address of the Registered Agent and Office is:

Gorham Rutter, Jr., 283 N. Northlake Boulevard, Suite 111, Altamonte Springs, FL 32701.

Dated: February 9<sup>th</sup>, 1998.

  
\_\_\_\_\_  
GORHAM RUTTER, JR.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED: February 9<sup>th</sup>, 1998.

  
\_\_\_\_\_  
GORHAM RUTTER, JR.

**FILED**  
98 FEB 13 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA