<u>Pabla Lere</u> <u>7790 NW 64</u> <u>City/State/Zip</u> <u>CORPORATION NAM</u> <u>1. Meducal</u> <u>(Corporation</u> <u>3. (Corporation</u> <u>4. (Corporation</u>	Phone # (E(S) & DOCUMENT NUMB LISOMCES / Name) (Docu Name) (Docu	<b>k</b> (ment #) ment #) ment #)	Only
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NEW FILINGS         Profit         NonProfit         Limited Liability	AMENDMENTS Amendment Resignation of R.A., Officer/Directo Change of Registered Agent	300	00026061033 -08/03/98-01119-007 ******78.75 *****78.75
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OTHER FILINGS         Annual Report         Fictitious Name         Name Reservation	REGISTRATION/ QUALIFICATION Foreign Limited Partnership Reinstatement		98 AUG 27 AM 9: 30 SECRETARY OF STATE ALLAHASSEE, FLORIDA
	Trademark Other		Bri 24. 18005

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

August 7, 1998

PABLO LORENZO 7790 NW 64 STREET MIAMI, FL 33166

SUBJECT: MEDICAL RESOURCE, INC. Ref. Number: W98000018005

We have received your document for MEDICAL RESOURCE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6925.

Barbara Brock Document Specialist

Letter Number: 898A00041369

# ARTICLES OF INCORPORATION

OF

98 AUG 27 AM 9: 30 SECRETARY OF STATE ALLAHASSEE, FLORIDA

MEDICAL RESOURCE MARKETING, INC.

The undersigned subscriber to these Articles of Incorporation, each a natural person competent to contract, hereby associate himself to form a corporation under the laws of the State of Florida.

## ARTICLE ONE, NAME

The name of this corporation shall be:

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MEDICAL RESOURCE MARKETING, INC.

## ARTICLE TWO, NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity of business permitted under the laws of the State of Florida and of the United States.

## ARTICLE THREE, TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which the corporations existence shall begin is: As dated by the Secretary of State.

# ARTICLE FOUR, CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

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- A. Designation: The stock of this corporation shall be known as common stock.
- B. Authorized: The maximum number of shares of common stock that this corporation may issue is: 400 shares.
- C. Par Value: Each share of common stock shall have the par value of: One Dollar (\$1.00) per share.
- D. Consideration: Shares of common stock may be rendered; or any combination of the foregoing issued in exchanged for cash, real property, labor or services of fraud in the transaction the judgement of the Board of Directors as to the value of any such consideration shall be conclusive
- E. Non-assessability: Each share of common stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation. The majority shall be fifty one percent of the shares.
- F. Voting Rights: Each share of common stock shall entitle the record holder thereof to one vote upon each proposal presented at the meetings of the stockholders of the corporation. The majority shall be fifty one percent of the shares.
- G. Cumulative Voting: No holder of common stock shall be entitled to any right of cumulative voting.
- H. Dividends: Record holders of common stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- I. Liquidation Rights: Holders of common stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after the payment of all debts and obligations.

## ARTICLE FIVE, MINIMUM CAPITAL

The amount of capital with which the corporation shall begin shall not be less than Four Hundred Dollars (\$400.00) or such greater amount as may be required by law.

# ARTICLE SIX, ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

7790 N.W. 64 Street Miami, Florida 33166

# ARTICLE SEVEN, NUMBER OF DIRECTORS

This corporation shall at all times have at least one director. The corporation shall have two directors initially, whose name and street address is as follows:

Name

Address

Pablo Lorenzo Director, President & Secretary 7790 NW 64 Street Miami, Florida 33166

Ralph Monroe Director, Vice President & Treasurer 7790 NW 64 Street Miami, Florida 33166

## ARTICLE EIGHT, SUBSCRIBER'S ADDRESS

The name and street address of the subscriber of these articles of incorporation is as follows:

Name

Address

Pablo Lorenzo

7790 NW 64 Street Miami, Florida 33166

## ARTICLE NINE, AMENDMENT

The articles of incorporation may be amended in any manner consistent with the Laws of the State of Florida.

## ARTICLE TEN, REGISTERED AGENT

The registered agent of this corporation is: Pablo Lorenzo at 7790 N.W. 64 Street, Miami, Florida 33166. The corporation may change its registered agent and principal office at any time.

IN WITNESS WHEREOF, the undersigned subscriber do make subscribe, acknowledge and file this Articles of Incorporation for the purpose of forming a corporation for profit under the Law of the State of Florida.

Date: July 28, 1998

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STATE OF FLORIDA) SS COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared: Pablo Lorenzo to me well known to be the individual described in, and who executed the foregoing Articles of Incorporation, and whom acknowledge before me that the same was executed for the purpose therein expressed.

IN WITNESS WHEREOF, I have, hereunto affixed my hand and official seal at Miami, Dade County, Florida.

Date: July 28, 1998

Notary Public, State of Florida at Large.



# CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED WITHIN STATE.

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance. MEDICAL RESOURCE MARKETING, INC., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at Dade County, State of Florida has named; Pablo Lorenzo as its agent to accept service of process within this State.

Pablo

Having been named to accept service of process for the above stated corporation at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of this said Act relative to keeping open said office

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STATE OF FLORIDA) SS COUNTY OF DADE )

I, \_Gustavo D. Suero\_\_, HEREBY CERTIFY: that on this date, before me, a Notary Public duly authorized to administer oaths and take acknowledgement, personally appeared Pablo Lorenzo to me well known to be the person described in and who executed the aforesaid document.

WITNESS MY HAND and official seal at Miami, Florida.

Date: July 28, 1998

Notary Public, State of Florida at Large. GUSTAVO D. SUERO SUER