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ACCOUNT NO. : 072100000032

REFERENCE : 038188 166357A

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 70.00

ORDER DATE : November 19, 1998

ORDER TIME : 3:04 PM

ORDER NO. : 038188-005

CUSTOMER NO: 166357A

CUSTOMER: Alyson Osman, Esq
MOUNT SINAI MEDICAL CENTER
MOUNT SINAI MEDICAL CENTER
4300 Alton Road
Miami, FL 33140

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DOMESTIC FILING

NAME: MEDICAL ISOTOPE OF AMERICA,
INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
98 NOV 19 AM 8:50

11/20/98

**ARTICLES OF INCORPORATION OF
MEDICAL ISOTOPES OF AMERICA, INC.**

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The undersigned, acting as director, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

Medical Isotopes of America, Inc. (the "Corporation").

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation and shall be perpetual.

ARTICLE III

The general purpose for which the Corporation is initially organized is to maintain and expand the operation of a cyclotron at Mount Sinai Medical Center located in Miami Beach, Florida.

And in connection therewith and in furtherance thereof, to possess and exercise all the powers and privileges granted by the Florida Business Corporation Act or by any other law of Florida or by these Articles of Incorporation together with any powers incidental thereto.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock, having a par value of \$ 1.00 per share.

**Prepared by:
Alyson R. Osman, Esq.
Fla. Bar No. 897050
4300 Alton Road
Miami Beach, FL 33140**

ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation shall be:

Alyson R. Osman, Esq.
4300 Alton Road
Miami, Florida 33140

ARTICLE VI

The Corporation shall have three directors initially. The names and addresses of the initial directors of the Corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Francisco Fernandez Rubio
800 Cremona Avenue
Coral Gables, Florida 33146

Larry Hudson
4300 Alton Road
Miami Beach, Florida 33140

Thomas E. Boothe
4300 Alton Road
Miami Beach, Florida 33140

The number of directors may be increased or decreased from time to time pursuant to the Bylaws of the Corporation, but shall not be less than three.

ARTICLE VII

The name and address of the incorporator of the Corporation is:

Francisco Fernandez Rubio
800 Cremona Avenue
Coral Gables, Florida 33146

ARTICLE VIII

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE IX

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE X

The mailing address of the Corporation is:

4300 Alton Road
Miami Beach, Florida 33140

Executed at Miami, Florida this 18th day of November, 1998.



Francisco Fernandez Rubio, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Medical Isotopes of America, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 18th day of November, 1998.



Alyson R. Osman

**WRITTEN CONSENT OF THE DIRECTORS
OF
MEDICAL ISOTOPES OF AMERICA, INC.
IN LIEU OF ORGANIZATIONAL MEETING**

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THE UNDERSIGNED, being all the members of the board of directors of Medical Isotopes of America, Inc., a Florida corporation (the "Corporation"), pursuant to Section 607.0821, Florida Business Corporation Act, do hereby consent that, when all of the undersigned have executed this consent or a counterpart hereof, each of which counterparts when taken together shall constitute one of the same consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as those adopted in a formal meeting of the Corporation's board of directors, duly called and held for the purpose of acting upon proposals to adopt such resolutions:

RESOLVED, that the Bylaws of the Corporation, in the form attached hereto as Exhibit A, are adopted;

FURTHER RESOLVED, that the seal of the Corporation, containing the words "Medical Isotopes of America, Inc., 1998 Florida," in the form of the impression attached hereto, is adopted;

FURTHER RESOLVED, that the following persons are elected to the offices set forth opposite their name, each to serve at the pleasure of the Board of Directors:

<u>Name</u>	<u>Office</u>
Francisco Fernandez Rubio	President
Thomas E. Boothe	Secretary
Larry Hudson	Treasurer

FURTHER RESOLVED, that the form of certificate representing shares of common stock, \$1.00 par value, of the Corporation, in the form attached hereto as Exhibit B, is adopted;

FURTHER RESOLVED, that the appropriate officers of the Corporation are authorized and directed to issue and sell to the following individuals the number of shares of the Corporation's Common Stock against receipt of \$1.00 per share in payment therefor, such shares, when so issued and sold, to be fully paid and non-assessable:

<u>Name</u>	<u>No. of Shares</u>
Mount Sinai Medical Center of Florida, Inc.	100 shares

FURTHER RESOLVED, that the appropriate officers of the Corporation are authorized and directed to open checking and other deposit accounts in the name of the Corporation in such financial institutions as they may select; and

FURTHER RESOLVED, that the Corporation does elect to be taxed as an S corporation pursuant to Section 1362 of the United States Internal Revenue Code, as amended for its initial taxable year and all subsequent taxable years; and the appropriate officers of the Corporation be and hereby are authorized and directed to prepare and execute any notice required to evidence such election, to obtain from each shareholder of the Corporation his or her written consent to such election, and to file with the Internal Revenue Service within the time prescribed by law such notice of election and written consent.

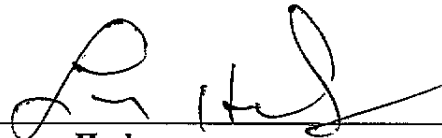
IN WITNESS WHEREOF, the undersigned have executed this Written Consent of the Board of Directors as of the 18th day of November, 1998.



Francisco Fernandez Rubio



Thomas E. Boothe



Larry Hudson

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