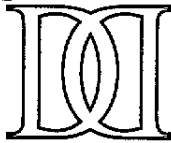


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ATTORNEYS AT LAW

Dennison & Dennison, P.A.

November 25, 1998

Florida Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

100002697991--3  
-11/30/98--01123--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

re: Articles of Incorporation for CMI Medical Group, Inc.

Dear Sir/Madam:

Enclosed please find a check for \$78.75, the first \$70.00 is for filing the Articles of Incorporation, the additional \$8.75 is for a Certificate of Incorporation. Also, please find an extra copy to be certified, along with a stamped self-addressed envelope for mailing. Thank you for your attention to this matter.

Very truly yours,

Maria Greenberg  
Secretary to John Dennison  
Enclosure

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

axc  
12/7

**ARTICLES OF INCORPORATION  
OF  
CMI MEDICAL GROUP, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, and who is a natural person competent to contract, does hereby adopt the following Articles of Incorporation:

**ARTICLE I.**

**NAME OF CORPORATION**

The name of this Corporation shall be: CMI MEDICAL GROUP, INC.

**ARTICLE II.**

**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE III.**

**CORPORATE PURPOSE**

The general purposes of which the Corporation is organized are:

1. To conduct and carry out the business of providing health care-related services and all related services and to engage in any and all kinds of business in connection therewith.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to engage in any trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business.
3. To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own such real and personal property as the Board of Directors may determine necessary or advantageous for the conduct of the business of the corporation.
4. To do such other and further things as are incidental to the foregoing or necessary

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or desirable in order to accomplish such purpose(s).

#### **ARTICLE IV**

#### **AUTHORIZED SHARES**

The maximum number of shares that the Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the Board of Directors, equivalent to or greater than the full par value of the shares.

#### **ARTICLE V**

#### **INITIAL CAPITAL**

The Corporation shall begin business with an initial capital of One Thousand Dollars (\$1,000).

#### **ARTICLE VI**

#### **PREEMPTIVE RIGHTS**

Subject to the terms of any Shareholder Agreement, each Stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribed for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof; or

(2) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or

pertinent to any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

#### **ARTICLE VII.**

##### **REGISTERED AGENT**

The name and street address of the initial registered office of the Corporation is:

Dr. Whei Chue Shih.  
8386 SW 40th Street, Miami, FL 33155

#### **ARTICLE VIII**

##### **BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is one (1) . The name and address of each person who is to serve as a member of the initial Board of Directors is::

Dr. Whei Chue Shih.  
8386 SW 40th Street, Miami, FL 33155

#### **ARTICLE IX.**

##### **INCORPORATOR**

The name and address of each incorporator is:

Dr. Whei Chue Shih.  
8386 SW 40th Street, Miami, FL 33155

The incorporator of the Corporation assigns to this corporation her rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of this Corporation, this assignment becoming effective on the date corporate existence begins.

## **ARTICLE X**

### **BY-LAWS**

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any By-Law adopted by the shareholders if the shareholders specifically provide that the By-Law is not subject to amendment or repeal by the Directors.

## **ARTICLE XI**

### **AMENDMENTS TO ARTICLES**

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter, or in such other manner as may be provided by law.

The amending process contained in the preceding paragraph may be suspended and amendments at the initiation of the shareholders, and shall be evidenced by the written approval by a majority of the shareholders.

## **ARTICLE XII**

### **TRANSACTIONS WITH DIRECTORS NOT INVALID**

No contract or other transaction between the Corporation and any other Corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniary or otherwise interested in, or are Directors or officers of, such other Corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniary or otherwise interested in,

any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any Directors of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such Director or officer of such other Corporation or not so interested.

### **ARTICLE XIII**

#### **MISCELLANEOUS**

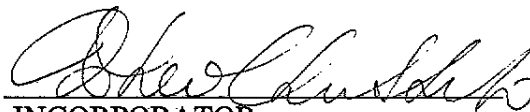
A. Stockholders Agreements. The Corporation and its Stockholders, or any of them, or the Stockholders among themselves, may enter into agreements, voluntarily or involuntarily, restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the Corporation or the Stockholders, or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any Shareholder. Nothing in the Articles of Incorporation or the By-Laws shall be construed to authorize a transfer or such stock upon the books of the Corporation in violation of such agreements.

B. Indemnification of Directors. The Corporation shall indemnify any Director who by virtue of his being an officer or Director of this Corporation, is made a part to any action or proceeding, except when such Director is adjudged guilty of malfeasance in the discharge of his duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

C. Directors Liability. No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs.

D. Reimbursement of Directors. In any action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the Corporation shall reimburse the Director for all reasonable expenses incurred by him in the course of the action or proceedings.

In witness of my intent to form the corporation named above in accordance with the laws of its state of incorporation, I set my hand below.

  
INCORPORATOR

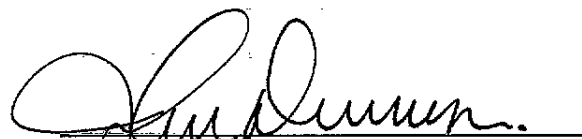
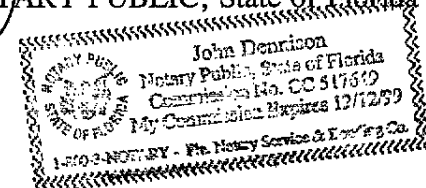
STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared to me, well known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS, my hand and official seal in the County and State aforesaid, this 17<sup>th</sup> day of November, 1998.

My Commission Expires:

  
NOTARY PUBLIC, State of Florida  


**CERTIFICATE  
DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA**

IN COMPLIANCE WITH F.S. 607.034 THE FOLLOWING IS SUBMITTED:

First, that CMI MEDICAL GROUP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at:

**8386 SW 40th Street, Miami, FL**

has named DR. WHEI CHUE SHIH, whose address is 8386 SW 40th Street, Miami, FL, as its agent to accept service of process within Florida.

11/17/98  
DATE

  
\_\_\_\_\_  
DR. WHEI CHUE SHIH,  
INCOPORATOR

**ACCEPTANCE OF APPOINTMENT**

Having been named to accept service of process for the professional service corporation CMI MEDICAL GROUP, INC., at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
\_\_\_\_\_  
DR. WHEI CHUE SHIH

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