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DELMER C. GOWING III, P.A.

101 S.E. 6TH AVENUE

DELRAY BEACH, FLORIDA 33483-5261

ATTORNEYS AND COUNSELORS AT LAW

DELMER C. GOWING, III\*  
ROBERT R. ADLER

TELEPHONE (561) 276-0990  
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\*ALSO ADMITTED IN  
MICHIGAN AND ILLINOIS

January 7, 1999

100002736521--1

-01/11/99-01090-007

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

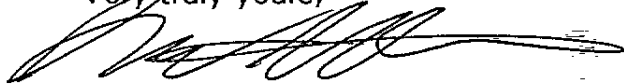
RE: Incorporation of CB Medical, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for CB Medical, Inc. together with a check in the amount of \$78.75 made payable to the Department of State to cover the state filing fee as well as payment for a certificate of incorporation.

Thank you for your assistance on this matter.

Very truly yours,



Robert R. Adler

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 11 AM 11:17

RRA/bb  
Enclosure

EFFECTIVE DATE  
1-8-99

1-13  
WS

## ARTICLES OF INCORPORATION

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.*

### ARTICLE I

The name of the corporation shall be CB Medical, Inc.

### ARTICLE II

The principal place of business and mailing address of this corporation shall be 777 South Flagler Drive, Suite 903, West Palm Beach, Florida, 33401.

### ARTICLE III

The total number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000,000. Of the 20,000,000 outstanding shares, 15,000,000 shares shall be classified as Common stock and 5,000,000 shares shall be classified as Series Preferred stock to consist of as many classes as the Board of Directors shall deem necessary. Holders of Class A Preferred stock shall have the first preference in liquidation and declaration of dividends, which are non-cumulative and shall only be paid when declared by the Company's Board of Directors.

### ARTICLE IV

The name and street address of the initial registered agent are: Robert R. Adler, Esquire, Delmer C. Gowing III, P.A., 101 S.E. 6<sup>th</sup> Avenue, Delray Beach, FL 33483-5261.

### ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is: Ernest D. Chu, CB Medical, Inc., 777 South Flagler Drive, Suite 903, West Palm Beach, Florida, 33401.

### ARTICLE VI

The corporation shall become effective as of January 8, 1999.

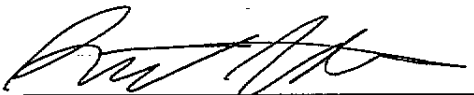


Signature/ Incorporator

1-7-99

Date

*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.*



Signature/ Registered Agent

1-7-99

Date

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 11 AM 11:18

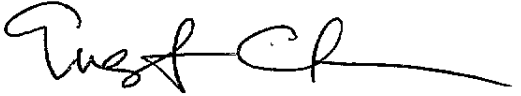
**AFFIDAVIT**

I, Ernest Chu , hereby swear and affirm:

1. Were I called to testify to the truth of the matter I would do so upon personal knowledge.


2. I am the founder, principal and managing member of CB Medical LC, a Florida Corporation, No. L98000001548. While preserving CB Medical LC as an active limited liability company, I wish to incorporate a new and separate business entity under the name CB Medical, Inc.

Further affiant sayeth not.

  
Ernest Chu

STATE OF FLORIDA )  
COUNTY OF Palm Beach ) ss:

On the 7th day of January, 1999, before me personally appeared ERNEST CHU to me known and known to me to be the person who executed the foregoing instrument, and she acknowledged to me that she executed the same.

  
Notary Public



Betty J Gowling  
My Commission CC607598  
Expires December 15 2000