

P99000024195

SHAW OFFICES  
*Sheldon R. Rosenthal*  
SUITE 1040 CITY NATIONAL BANK BUILDING  
25 WEST FLAGLER STREET  
*Miami, Florida 33130*

TELEPHONE 379-1452  
"FAX" 358-8020  
AREA CODE 305

March 09, 1999

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

100002802581--4  
-03/11/99--01076--001  
\*\*\*122.50 \*\*\*\*\*78.75

Re: Incorporation of: MEDICAL INTERNET IMAGING, INC.

Gentlemen,

In connection with the above captioned matter, I am enclosing fully executed original and copy of Articles of Incorporation, together with my check made payable to your order in the sum of \$122.50 representing the cost of filing these Articles.

After the Articles have been filed, please forward certified copy of same directly to my office, together with your Certificate acknowledging the filing of this document.

Thank you for your courtesy and cooperation.

Very Truly yours,

*[Signature]*  
SHELDON R. ROSENTHAL

SRR/vh

Enc.

cc: Rick Catchman  
Myron M. Persoff, M.D.

Secretary of State Filing Articles of Incorporation.wps

FILED  
99 MAR 11 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Toly* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT: *astix*  
DATE: *3/16/99*  
DOC. EXAM: *TA*

*TA-3/16/99*

**Articles of Incorporation**  
**of**  
**MEDICAL INTERNET IMAGING, INC.**

\*\*\*\*\*

WE, THE UNDERSIGNED, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

**ARTICLE 1 - NAME**

The name of the Corporation shall be:

**MEDICAL INTERNET IMAGING, INC.**

**ARTICLE 11 - PURPOSE**

To carry on and engage in the purchase, sale, lease, rental, creation of computer Internet software for programs designed for medical imagery purposes via Internet Websites, database purposes and for all other uses which may be necessary and related to the business of the corporation.

99 MAR 11 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

#### **ARTICLE 111 - CAPITAL STOCK**

The Corporation shall be authorized to issue capital stock in the following manner,  
to wit: **NINETY (90)** Shares of Common Stock, having no par value.

#### **ARTICLE IV - POWERS**

The powers of the Corporation shall include all those conferred by the bylaws of  
the Corporation and the laws of the State of Florida.

#### **ARTICLE V - TERM OF EXISTENCE**

The Corporation shall have perpetual existence, in accordance with the laws of the  
State of Florida.

#### **ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be:

**2912 S. W. 27<sup>th</sup> Avenue, Miami, Florida 33133**

#### **ARTICLE VII - REGISTERED AGENT AND OFFICE**

The Registered Agent for the Corporation shall be **MYRON M. PERSOFF, M.D.**  
and the Registered Office shall be located at: 2912 S. W. 27<sup>th</sup> Avenue, Miami,

Florida 33133, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

## **ARTICLE VIII - OFFICERS AND MANAGEMENT**

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<b><u>NAME</u></b>	<b><u>OFFICE</u></b>	<b><u>ADDRESS</u></b>
<b>Richard M. Catchman</b>	President	2912 S. W. 27 <sup>th</sup> Avenue Miami, Florida 33133
<b>Steven E. Rubin</b>	Vice President	1448 Gold Run Road Boulder, Colorado 80302
<b>Myron M. Persoff, M.D.</b>	Secretary/Treasurer	2912 S. W. 27 <sup>th</sup> Avenue Miami, Florida 33133

## **ARTICLE IX - BOARD OF DIRECTORS**

The Corporation shall be governed by a Board of Directors which shall consist of at least three (3 ), but not more than seven (7) persons.

## **ARTICLE X - INITIAL DIRECTOR OR DIRECTORS**

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Richard M. Catchman	2912 S. W. 27 <sup>th</sup> Avenue Miami, Florida 33133
Steven E. Rubin	1448 Gold Run Road Boulder, Colorado 80302
Myron M. Persoff, M.D.	2912 S. W. 27 <sup>th</sup> Avenue Miami, Florida 33133

## **ARTICLE XI - INCORPORATOR OR INCORPORATORS**

The name and the address of the incorporators subscribing to these Articles of Incorporation are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>NO. OF SHARES SUBSCRIBED</u></b>	<b><u>AMOUNT OF SHARES</u></b>
Richard M. Catchman	2912 S. W. 27 <sup>th</sup> Avenue Miami, Florida 33133	60	\$600.00
Myron M. Persoff, M.D.	2912 S. W. 27 <sup>th</sup> Avenue Miami, Florida 33133	30	\$300.00

## **ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTOR**

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

## **ARTICLE XIII - VOTING RIGHTS**

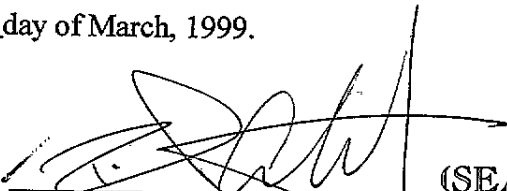
That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.


## **ARTICLE XIV - BYLAWS**

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be

provided under the laws of the State of Florida.

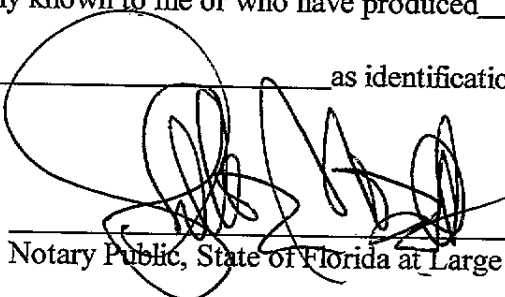
IN WITNESS WHEREOF, we have hereunto set our hand and seal at Miami, Miami-Dade County, Florida, this 9 day of March, 1999.

  
\_\_\_\_\_  
RICHARD M. CATCHMAN (SEAL)

  
\_\_\_\_\_  
MYRON M. PERSOFF, M.D. (SEAL)

STATE OF FLORIDA )  
                              ) ss  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 9 day of March, 1999, by RICHARD M. CATCHMAN and MYRON M. PERSOFF, M.D., who are personally known to me or who have produced Driver's License as identification and who did (~~did~~) take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL SHELDON R ROSENTHAL NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC807458 MY COMMISSION EXP. FEB. 7, 2003
---

**CERTIFICATE ACCEPTING DESIGNATION**

**AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of  
MEDICAL INTERNET IMAGING, INC., a Florida corporation, and agree to serve as it  
Registered Agent, to accept service of process within the State at its Registered Office located at:

2912 S. W. 27<sup>th</sup> Avenue, Miami, Florida 33133.

  
MYRON M. PERSOFF, M.D.  
REGISTERED AGENT

FILED  
99 MAR 11 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA