

P99000053997

URCA  
4101 Ravenswood Road  
Suite 116  
Dania, FL 33312

June 3, 1999

800002903938--7  
-06/14/99--01127--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32314

Re: Articles of Incorporation of Sunrise Medical Group, Inc. (Florida domestic)


Dear Sir or Madam:

Enclosed is a duplicate set of Articles of Incorporation of Sunrise Medical Group, Inc., a Florida corporation.

Also enclosed is our company's check in the amount of \$70.00 to file the Articles of Incorporation. Please date stamp the second duplicate original and return it to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

  
Roberto L. Palenzuela, Esquire  
Incorporator

Enclosures

FILED  
99 JUN 14 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

65-5-7  
65-5-7

ARTICLES OF INCORPORATION  
OF  
SUNRISE MEDICAL GROUP, INC.

FILED  
99 JUN 14 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is Sunrise Medical Group, Inc. (the "Corporation").

ARTICLE II. NATURE OF BUSINESS

The purpose of the Corporation shall be to engage in such business and business activity as are permitted and otherwise allowable by law.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at one time is one thousand (7,500) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV. ADDRESS

The principal office of the Corporation shall be located at 4101 Ravenswood Road, Suite 116, Dania, Florida 33312, and its Registered Agent is Roberto L. Palenzuela, 4101 Ravenswood Road, Suite 116, Dania, Florida 33312.

ARTICLE V. DIRECTORS

The Corporation shall have at least one director, with the exact number of directors to be specified by the By-laws adopted by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the Corporation be managed by the shareholders. The initial number of directors shall be four (4).

ARTICLE VI. EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE VII. INCORPORATOR

The name and post office address of the Incorporator of these Articles of Incorporation is Roberto L. Palenzuela, 4101 Ravenswood Road, Suite 116, Dania, Florida 33312.

#### ARTICLE VIII. BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the By-laws of the Corporation shall be set forth in the By-laws of the Corporation.

#### ARTICLE IX. INFORMAL ACTION OF DIRECTORS

If any of the directors severally or all of the directors collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

#### ARTICLE X. DIRECTORS

The names and addresses of the initial directors of the Corporation are:

Roberto L. Palenzuela, 4101 Ravenswood Road, Suite 116, Dania, Florida 33312  
Bruce Nager, 4101 Ravenswood Road, Suite 116, Dania, Florida 33312  
Jacob Strikowski, 4101 Ravenswood Road, Suite 116, Dania, Florida 33312  
Christopher Harkins, 4101 Ravenswood Road, Suite 116, Dania, Florida 33312

#### ARTICLE XI. MEETING BY CONFERENCE TELEPHONE

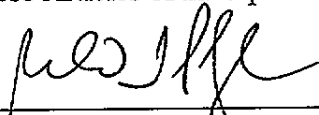
Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

#### ARTICLE XII. INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

#### ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the shareholders of the Corporation entitled to vote thereon, unless all the directors and shareholders sign a written statement manifesting their intention that certain stated amendments to these Articles of Incorporation be made.

  
\_\_\_\_\_  
Roberto L. Palenzuela

STATE OF FLORIDA            )  
  SS:  
COUNTY OF BROWARD        )

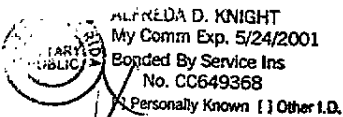
FILED  
99 JUN 14 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized in the state and county aforesaid, to take acknowledgments, personally appeared Roberto L. Palenzuela who is personally known to me to be the person described herein as the Incorporator and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the county and state aforesaid this 9<sup>th</sup> day of June, 1999.

My Commission Expires:

May 24 2001



Alfreda D. Knight  
Notary Public

State of Florida at Large

ALFREDA D. KNIGHT  
Printed Name of Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE  
OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT UPON  
WHOM SERVICE OF PROCESS MAY BE MADE**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

SUNRISE MEDICAL GROUP, INC. elects to organize under the laws of the state of Florida with its principal office located at 4101 Ravenswood Road, Suite 116, Dania, Florida 33312, and has named Roberto L. Palenzuela, 4101 Ravenswood Road, Suite 116, Dania, Florida 33312 as its agent to accept service of process within the state of Florida.

**ACKNOWLEDGEMENT**

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

June 9<sup>th</sup>, 1999

Roberto L. Palenzuela  
Registered Agent