

OFFICE USE ONLY Document #

LARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

800002915688--4

-06/25/99--01055--018

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SOUTHAXIS MEDICAL CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certified Copy

☐ Certificate of State

FILED
99 JUN 25 PM 2:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

6/25
TALLAHASSEE FLORIDA
DIVISION OF CORPORATIONS
JUN 25 11:11 AM '99

Examiner's Initials

ARTICLES OF INCORPORATION
OF
SOUTHAXIS MEDICAL CORPORATION

These articles of Incorporation are executed by the Undersigned in order to form a corporation for the purposes and with the powers hereinafter mentioned, under the laws of the State of Florida for the formation of corporations for profit.

I

The name of the corporation shall be:

SOUTHAXIS MEDICAL CORPORATION

II

This corporation is organized for the purpose of engaging in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes, and may do and perform any and all acts and deed lawful to be done and performed by corporations under said law.

III

The corporation shall have all rights, powers and privileges presently or hereafter granted to or conferred upon corporations by and under the general corporation laws of the state of Florida.

IV

The corporation is authorized to issue **FIVE HUNDRED (500)** shares of stock. Each share shall have a par value of **ONE and NO/100 (\$1.00)**DOLLARS and all said shares shall be common stock. Said shares may be issued pursuant to such plan as may be adopted by the Board of Directors of the corporation to qualify the shares as Internal Revenue Code Section 1244 shares.

V

The corporation shall have perpetual existence.

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VI

The principle office and mailing address shall be:

14306 S.W. 154 PLACE, MIAMI, FLORIDA 33196

VII

The initial registered agent and address of the corporation shall be:

**HECTOR R. PAYARES
14306 S.W. 154 PLACE
MIAMI FLORIDA 33196**

VIII

The name and address of the incorporator(s) of the corporation and subscriber(s) to these Articles of Incorporation is/are:

**HECTOR R. PAYARES
14306 S.W. 154 PLACE
MIAMI FLORIDA 33196**

IX

The numbers of directors of the corporation shall be no less than two (2), the exact number to be determined by the By-Laws or by special vote of the stockholders. Initially, the Board shall consist of two (2) members.

X

The name and address of the initial member of the Board of Directors is/are:

**HECTOR R. PAYARES
14306 S.W. 154 PLACE
MIAMI FLORIDA 33196**

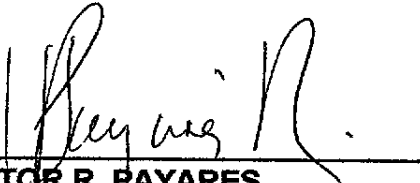
Subject to the laws of the state of Florida, the first directors shall hold office until their successors are elected and have qualified.

XI

The officer(s) of the corporation, who shall be elected by the Board of Directors, shall consist of a President, Secretary and Treasurer, with as many Vice Presidents or Assistant Secretary/Treasurers or other officers as may be described in the By-Laws of the corporation or appointed by the Board of Directors. The same person may simultaneously hold more than one office.

XII

The initial office and officer of the corporation shall be the following:

A handwritten signature in dark ink, appearing to read "Hector R. Payares", is written over a horizontal line.

HECTOR R. PAYARES
PRESIDENT, SECRETARY & TREASURER

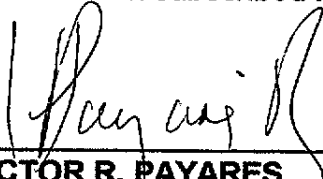
XIII

Every Director and Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, imposed upon or reasonably incurred by him or her in connection with any proceedings to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer of the corporation, whether or not he or she is a director or officer at the time such expenses and liabilities are imposed or incurred, except in such cases in which the director or officer seeking indemnification is adjudged guilty of willful misconduct or gross negligence. If any claim for reimbursement or indemnification hereunder is based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification hereunder shall apply only if the Board of Directors approves such settlement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other right to which such director shall be entitled.

XIV

The commencement date of the existence of this corporation shall be the date of subscription of this certificate of Incorporation if such date is within five (5) business days prior to the date of filing of this Certificate in the Office of the Secretary of State of Florida, otherwise the commencement date shall be the date of such filing.

IN WITNESS WHEREOF, this Certificate has been subscribed in duplicate by the Undersigned this 24 day of June, 1999.



HECTOR R. PAYARES (SEAL)

The undersigned hereby accepts appointment as the registered agent of
SOUTHAXIS MEDICAL CORPORATION.

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