

THE CLAYTON LAW FIRM, P.A.

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Civil Litigation  
Business Disputes  
Securities Arbitration

EFFECTIVE DATE  
7-6-99

July 6, 1999

P99000064350

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

Re: Executive Medical Resources, Inc.

Ladies/Gentlemen:

Kindly file the enclosed original and copy of Articles of Incorporation for the above corporation and forward a certified copy of the Articles to my office in the self-addressed stamped envelope provided. My trust account check in the sum of \$122.50 is enclosed for your fees.

If you have any questions or require any additional information, please feel free to contact my office. Thank you.

Very truly yours,

*W.A. Clayton, Jr.*  
W. Andrew Clayton, Jr.

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JUL 13 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

m  
enc.

300002929573--7  
-07/13/99-01021-007  
\*\*\*122.50 \*\*\*\*\*78.75

*W. Clayton* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *off. date*  
E *7-21-99*  
EXAM *OK*

DATE  
7-16-99

**ARTICLES OF INCORPORATION OF  
EXECUTIVE MEDICAL RESOURCES, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being natural persons, do hereby act as incorporators in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the corporation ("Corporation") is Executive Medical Resources, Inc.

**ARTICLE II**

The existence of the Corporation shall begin on July 6, 1999

**ARTICLE III**

The Corporation may engage in any lawful business.

**ARTICLE IV**

The street address of the principal office of the Corporation is 1800 Second Street, Suite 745, Florida 34236.

**ARTICLE V**

The maximum number of shares this Corporation is authorized to issue is one thousand (1,000), all of which shall be Common Shares. The par value of the Common Shares shall be \$0.01. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE VI**

The initial registered agent for the Corporation is W. Andrew Clayton, Jr., Esq., 1800 Second Street, Suite 880, Sarasota, Florida 34236.

**ARTICLE VII**

The initial board of directors shall consist of three members. The names of the initial directors are John Jorgensen, Charles A. Margetta, and Judith T. Petrella, M.D., whose addresses are the same as that of the Corporation's principal office, described above.

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TALLAHASSEE, FLORIDA

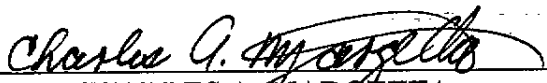
### ARTICLE VIII

The name and street address of the persons signing these articles of incorporation is Charles A. Margetta, whose addresses are the same as that of the Corporation's principal office, described above.

### ARTICLE IX

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23<sup>rd</sup> day of June, 1999.

  
Name: CHARLES A. MARGETTA

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Executive Medical Resources, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Name: W. ANDREW CLAYTON, JR.

Date: June 23, 1999.

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