

Edward Casoria, Jr.  
Attorney at Law

P99000081886

2153 Lee Road, Winter Park, Florida 32789  
(407) 629-9411

September 8, 1999

Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

500002983855--9  
-09/10/99-01048-007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Incorporation of ZLA MEDICAL, INC.

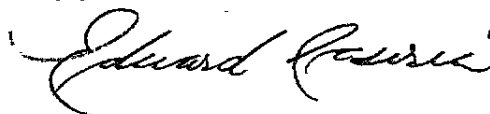
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and the Acceptance of Designation as Registered Agent for the above corporation and a check in the amount of \$70.00 to cover the filing fees.

Please furnish me with the assigned charter number at your earliest convenience.

Your assistance in this matter is appreciated.

Sincerely yours,



Edward Casoria, Jr.

EC/hb  
Enclosures

FILED  
99 SEP 10 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TS9/16/99

**ARTICLES OF INCORPORATION  
OF**

**ZLA MEDICAL, INC.**

FILED  
99 SEP 10 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is ZLA MEDICAL, INC., and the principal office or mailing address of the corporation is 505 Bluff Oak Circle, Apopka, FL 32712.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 500 shares of 1.00 par value common stock which shall be designated as "Common Shares."

**ARTICLE V - PRE-EMPTIVE RIGHTS**

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or unissued stock of this corporation, shall have the right to purchase his

pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 505 Bluff Oak Circle, Apopka, FL 32712, and the name of the initial registered agent of this corporation at that address is LEONARD LEON.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than one Director nor more than five. The name and address of each member of the initial Board of Directors of the corporation are:

LEONARD LEON  
505 Bluff Oak Circle, Apopka, FL 32712

#### ARTICLE VIII - INCORPORATORS

The name and address of each Incorporator signing these articles are:

LEONARD LEON  
505 Bluff Oak Circle, Apopka, FL 32712

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

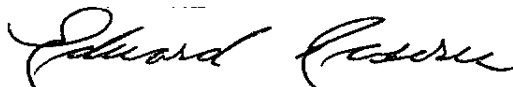
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 8th day of September, 1999.

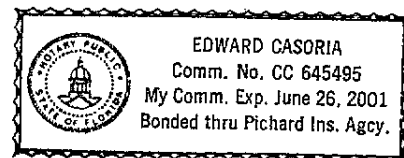
  
LEONARD LEON

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 8th day of September, 1999, by LEONARD LEON, who is personally known to me or who has produced KNOWN as identification.

  
Notary Public  
My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that ZLA MEDICAL, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 505 Bluff Oak Circle, Apopka, FL 32712, has named LEONARD LEON, located at 505 Bluff Oak Circle, Apopka, FL 32712, as its agent to accept service of process within Florida.

SECOND, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

DATED: SEPTEMBER 9, 1999

  
LEONARD LEON  
Registered Agent

FILED  
99 SEP 10 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA