

**Medicore**  
INC.

PP000082242

September 10, 1999

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-09/13/99--01105--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: Incorporation of Dialysis Acquisition Corp.

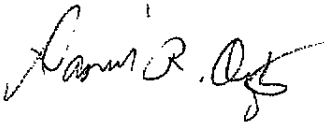
Dear Madam/Sir:

Enclosed please find an original and a copy of the Articles of Incorporation in connection with the above incorporation.

Please file the original and stamp the copy of the Articles of Incorporation "Filed" and return to the undersigned in the pre-paid overnight envelope enclosed for your convenience.

Also enclosed is the \$70 filing fee, payable to the Department of State.

Very truly yours,



Daniel R. Ouzts  
Vice President/Finance

FILED  
99 SEP 13 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TS 9/17/99

**ARTICLES OF INCORPORATION****OF****DIALYSIS ACQUISITION CORP.**

The undersigned, Daniel R. Ouzts, for the purpose of forming a corporation for profit, under the Florida Business Corporation Act, hereby adopts these articles of Incorporation.

**ARTICLE I****NAME**

The name of this Corporation shall be:

DIALYSIS ACQUISITION CORP.  
2337 West 76<sup>th</sup> Street  
Hialeah, FL 33016

**ARTICLE II****BUSINESS**

The general nature of the business and businesses to be transacted is as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida and the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers conferred by the laws of the State of Florida upon corporations formed under the laws of the said State, and which now or hereafter may be authorized by law.

**ARTICLE III****SHARES**

The authorized capital stock of this Corporation shall consist of 100 shares of common stock, no par value.

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TALLAHASSEE, FLORIDA

**ARTICLE IV****EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE V****REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the initial registered agent for the Corporation is Daniel R. Outzs, whose address is c/o Medcore, Inc., 2337 West 76<sup>th</sup> Street, Hialeah, Florida 33016.

**ARTICLE VI****DIRECTORS**

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

**ARTICLE VII****FIRST BOARD**

The following shall constitute the first Board of Directors of the Corporation:

<u>Name/Title</u>	<u>Address</u>
Thomas K. Langbein - Chairman of the Board Director	777 Terrace Avenue Hasbrouck Heights, NJ 07604
Bart Pelstring- Director	c/o Dialysis Corporation of America 27 Miller Avenue Lemoyne, PA 17043

**ARTICLE VIII****INCORPORATOR**

The name and address of the initial incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Daniel R. Outzs Vice President (Finance)	c/o Medcore, Inc. 2337 West 76 <sup>th</sup> Street Hialeah, FL 33016

**ARTICLE IX****GENERAL PROVISIONS**

- (a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.
- (b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, as well as promises to pay cash or to provide property, labor or future services, at a just valuation to be fixed by its Board of Directors.
- (c) An officer and/or director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.
- (d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.
- (e) No director of the Corporation shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, action or failure to act, regarding corporate management or policy, unless:
  - (i) the director breached or failed to perform his duties as a director; and
  - (ii) the director's breach of, or failure to perform, those duties constitutes:
    - 1. a violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
    - 2. a transaction from which the director derived an improper personal benefit;
    - 3. a circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act are applicable;
    - 4. in a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

5. in a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property as those terms are defined in the Florida Business Corporation Act.

SUBSCRIBED at Hialeah, Florida, this 10<sup>th</sup> day of September, 1999.

*Daniel R. Ouzts*  
DANIEL R. OUZTS

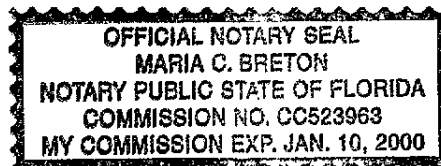
STATE OF FLORIDA )

ss.:

COUNTY OF DADE )

The foregoing Articles of Incorporation were acknowledged before me this 10 day of September, 1999

*Maria C. Breton*  
Notary Public  
State of Florida



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501(3) of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is:

**DIALYSIS ACQUISITION CORP.**

2. The name and address of the registered agent and office is:

**Daniel R. Ouzts**  
c/o Medicore, Inc., 2337 W. 76<sup>th</sup> Street  
Hialeah, Florida 33016

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

*Daniel R. Ouzts*  
Daniel R. Ouzts

DATE

*September 10, 1999*

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA