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DIVISION OF CORPORATIONS

BASIC AMENDMENT

MED PROFESSIONAL SERVICES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

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Amended + Restated
MM
3/22/04

AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes effective March 17, 2004. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name. If no old name is listed below, the name of this Florida Corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: MED PROFESSIONAL SERVICES, INC.
Old Name:

Article II. Address. The Corporation's mailing address is:

MED PROFESSIONAL SERVICES, INC.
11352 SW 184 STREET
MIAMI, FL 33177

Article III. Registered Agent. The Corporation's registered agent is:

TANIA RODRIGUEZ
12360 SW 188 TERRACE
MIAMI, FL 33177

Article IV. Officers. The Corporation's officers are:

President/Director: TANIA RODRIGUEZ
Secretary/Director: JOAQUIN ALONSO
Treasurer/Director: JOAQUIN ALONSO
Vice President/Director: JOSE RODRIGUEZ

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Article V. Board of Directors. The Corporation's affairs shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name of each member of the Corporation's Board of Directors is:

TANIA RODRIGUEZ
JOSE RODRIGUEZ
JOAQUIN ALONSO

Article VI. Capital Stock. The Corporation shall have the authority to issue 100 shares of common stock, par value \$10.00 per share.

Article VII. Corporate Existence. The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

MED PROFESSIONAL SERVICES, INC.

By: 

Name: TANIA RODRIGUEZ

Title: President

Date: March 17, 2004

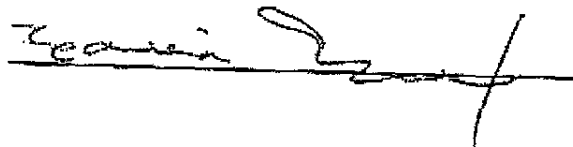
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
MED PROFESSIONAL SERVICES, INC.

REGISTERED AGENT/OFFICE:
TANIA RODRIGUEZ
12360 SW 188 TERRACE
MIAMI, FL 33177

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

A handwritten signature in black ink, appearing to read 'Tania Rodriguez', is written over a horizontal line.

Date: March 17, 2004

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