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BASIC AMENDMENT

MED PROFESSIONAL SERVICES, INC.

Certificate of Status	0
Certified Copy	1
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Amended & Restated
JMS
7/26/04

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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 July 23, 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:

JOSE RODRIGUEZ

11352 SW 184 STREET

MIAMI, FL 33177

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

President/Director: JOSE RODRIGUEZ

Secretary/Director: SANDRA SUAREZ

Treasurer/Director: SANDRA SUAREZ

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:

JOSE RODRIGUEZ
SANDRA SUAREZ

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: JOSE RODRIGUEZ

Title: President

Date: July 23, 2004

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

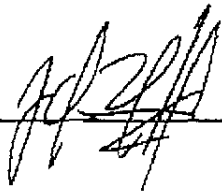
CORPORATION:

MED PROFESSIONAL SERVICES, INC.

REGISTERED AGENT/OFFICE:

**JOSE RODRIGUEZ
11352 SW 184 STREET
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.



Date: July 23, 2004

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