

P 95 0000 69698

MedSpeech, Inc.
313 10th Street
West Palm Beach, Florida 33401
(407) 554-6703

August 28, 1995

State of Florida
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

Re: MedSpeech, Inc.

Via Airborne Express
FILED
SEP - 7 AM 7:24
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Dear Sir/Madam:

Enclosed is the Articles of Incorporation (original and duplicate) for the above named corporation.

Also enclosed is a check for the following:

Filing fee	\$35.00
Certificate Under Seal	8.75
Designation of Registered Agent	35.00

	\$78.75
	=====

Please return the Certificate under Seal to us at your earliest convenience in the enclosed SASE envelope.

Please contact us with any questions. Thank you.

Sincerely,

Rebecca Gould
Rebecca Gould

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-03/07/95--01006--019
*****78.75 *****78.75

ARTICLES OF INCORPORATION
OF
MedSpeech, Inc.

FILED
1995 SEP - 7 AM 7:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE - NAME AND ADDRESS

The name of the corporation shall be MedSpeech, Inc. The principal place of business of this corporation shall be 313 10th Street, West Palm Beach, Florida 33401.

ARTICLE TWO - DURATION

The term of the corporation's existence is perpetual.

ARTICLE THREE - PURPOSE

The corporation's purpose is to engage in and to transact any and all business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR - CAPITAL STOCK

The corporation has authority to issue One Thousand (1,000) shares, all of which shall be common shares with no par value.

ARTICLE FIVE - PREEMPTIVE RIGHTS

Each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

ARTICLE SIX - REGISTERED OFFICE

The street address of the corporation's initial registered office is 1109 South Congress Avenue, West Palm Beach, Florida 33406 and the name of the initial registered agent at that address is John Michael Yeend, who by executing these articles accepts the responsibility to act in this capacity and states that he is familiar with and accepts the obligations of his position and agrees to comply with all statutes relating to the proper performance of his duties.

ARTICLE SEVEN - DIRECTORS

The initial Board of Directors shall consist of One (1) member. The name and address of the members of the initial Board of Directors are:

Rebecca Gould 313 10th Street
West Palm Beach, Florida 33401

ARTICLE EIGHT - INCORPORATORS

The name and address of the incorporator is Rebecca Gould, 313 10th Street, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 28th day of August, 1995.

Rebecca Gould
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28th day of August, 1995 by the above named incorporator.

John Yeend
Notary Public

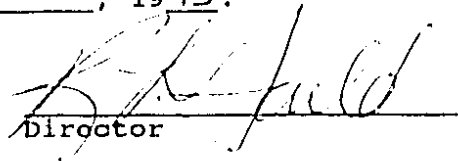


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE with Section 48.091, Florida Statutes, the following
is submitted:

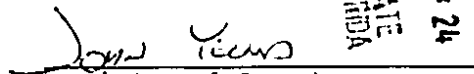
That MedSpeech, Inc. desires to organize or qualify under the
laws of the State of Florida, with its principal place of
business in the County of Palm Beach, State of Florida, and
has named John Michael Yeend located at 1109 South Congress
Avenue, West Palm Beach, Florida 33406 as its agent to accept
service of process within Florida.

Executed this 28th day of August, 1995.


Director

Having been named to accept service of process for the above stated
corporation, at the place designated in the Certificate, I hereby
agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper and complete
performance of my duties.

Executed this 28th day of August, 1995.


Registered Agent

FILED
SEP - 7 AM 7:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000069698

MedSpeech, Inc.
Medical Speech Language Pathologists
of the Palm Beaches
313 10th Street
West Palm Beach, FL 33401

OFFICE USE ONLY

*****1234567890
12345678901234567890
*****1234567890

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
55 DEC 26 AM 11:01
FALL HAVEN, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

CM
P95000069698
RAC
12-26-95

Examiner's Initials

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: MedSpeech, Inc.

1b. The mailing address of the corporation is: 313 10th Street West Palm Beach, FL 33401

1c. Date of incorporation: September 7, 1995 Document number: P95000069698

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

John Michael Yeend 1109 South Congress Avenue West Palm Beach, FL 33406

3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)

Randee S. Schatz, Esquire 220 Sunrise Avenue, Suite 209 Palm Beach, Florida 33480

TALLAHASSEE, FLORIDA 55 DEPOS APR 11 01

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Signature of an officer, chairman or vice chairman of the board: Rebecca Gould Date: 12/20/95

Rebecca Gould, President (Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Signature of Registered Agent: Randee S. Schatz Date: 12-18-95

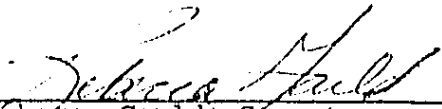
If signing on behalf of an entity:

Typed or Printed Name: Randee S. Schatz Capacity: Registered Agent

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CORPORATE RESOLUTION

It is hereby resolved that at a meeting of the Board of Directors of MedSpeech, Inc. held on December 11, 1995 that Rande S. Schatz, 220 Sunrise Avenue, Suite 209, Palm Beach, Florida 33480 shall replace John Michael Yeend, 1109 South Congress Avenue, West Palm Beach, Florida 33406 as registered agent of the corporation.


Rebecca Gould, Secretary

FILED
95 DEC 26 AM 11:01
TALLAHASSEE, FLORIDA

P95000069698

MedSpeech, Inc.
Medical Speech Language Pathologists
of the Palm Beach
"COMMUNICATING EFFECTIVELY"

January 24, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: ADDRESS CHANGE

To whom it may concern,

Please note a new address as of February 1st. for MedSpeech,
Inc.

MEDSPEECH, INC.
2617 NORTH FLAGLER DRIVE, SUITE 305
WEST PALM BEACH, FLORIDA 33407
(407) 833-2090

Thank you for your time.

Respectfully,


REBECCA L. GOULD

gg
1-26-96

RLG/cpj