

FILED

96 FEB 19 AM 11:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION,
UNIFED MEDICAL SERVICES, INC.**

The undersigned, subscriber to these Articles of incorporation, a natural person competent to contract, hereby present these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes, also known as The Florida Business Corporation Act, and other laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be
UNIFED MEDICAL SERVICES, INC.

ARTICLE II - NATURE OF BUSINESS

The nature of business of this corporation and the objects and purposes to be transacted and carried on by it are as follows:

A. To do and transact any and all business to be under the law of the State of Florida and the United States of America.

B. To purchase for investment and resales, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground property. To deal in any manner with real and personal property, and of the State of Florida.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable instruments, including bonds, debentures, or other obligations of or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge of otherwise dispose of the share of capital stock or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock, subject, however, to such limitations as may be provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers, and objects of this corporation, it is expressly, declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, and which now or hereafter may be authorized by law.

ARTICLE III - CAPITAL STOCK

The capital stock of this professional corporation shall consist of 10,000 shares of Common Stock having a par value of \$.01 per share, all of which shall be fully paid and nonassessable.

The whole or any part of the capital stock of this corporation shall in lawful money of the United States of America or property, tangible or intangible, or labor of services actually performed for this professional corporation, at a value to be fixed by the directors. Shares may be issued until the full amount of the consideration for such shares has been paid. Neither promissory notes nor future services shall constitute full or part payment for the issuance of shares of this professional corporation.

1. The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable security conditions upon issuance of new certificates for lost certificates.

2. In the absence of fraud, no contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that one or more directors of the Corporation are interested in or are directors of officers of such other corporation. In the absence of fraud, no contract, act or transaction of the corporation with any person, or persons, firms or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or person, firm or corporation. Each person who becomes a director of the Corporation is relieved from any liability that otherwise might exist or any firm, association or corporation for the benefit of himself or any interested in the absence of fraud. Any director of the Corporation and any subsidiary or controlled company.

3. The Corporation shall indemnify any and all of its present and past directors and officers and any person who may served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with defense of any action, suite or proceeding in which they or any of them has been made parties or a party be reason of

having been or being directors or officers or a director or officer of the Corporation or of such other corporation, except in relation to matters as to which any such present or past director or officer of the Corporation or of such other corporation, except in relation to matters as to which any such present or past director or officer or person shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreement, vote of stockholders, or otherwise. Such right of indemnification, however, shall not extend to or include indemnification for liabilities arising under the Securities Act of 1933 as amended.

ARTICLE IV - TERM OR EXISTENCE

The professional corporation shall have perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

2401 Collins Ave. Suite 1802
Miami Beach, Florida 33140

The name of the initial registered agent of this Corporation at that address shall be:

James Taylor

ARTICLE VI - PRINCIPAL ADDRESS

The address for the corporation's principal office is the same as the registered office to with:

2401 Collins Ave. Suite 1802
Miami Beach, Florida 33140

ARTICLE VII - BOARD OF DIRECTORS

The power of the Corporation shall be executed by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of A Board of Directors, which shall have two directors initially. The number of directors may be provided in the By-Laws of the corporation.

ARTICLE VIII - DIRECTORS NAMES AND STREET ADDRESS

The names and street addresses of the members of the First Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

NAME	STREET ADDRESS
James Taylor	2401 Collins Avenue Apt. 1802 Miami Beach, Florida 33140
Claudio Villoch, Jr.	5501 Orduna Dr. Coral Gables, Florida 33146

ARTICLE IX - INCORPORATION

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

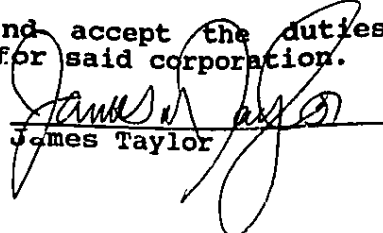
NAME	STREET ADDRESS
James Taylor	2401 Collins Ave. Suite 1802 Miami Beach, Florida 33140

ARTICLE X - SPECIAL PROVISIONS

The Corporation shall have all corporate powers permitted to professional service corporation comprised of attorneys at law under the laws of the United States and of the State of Florida. The following additional provisions for the regulation of its members, the Board of Directors shall have authority to establish reasonable compensation of all directors for services to the corporation as directors officers, and otherwise. In addition to the authority to establish salaries, the authority vested in the Board of Directors by this Paragraph 4 shall include the authority to establish the payment of bonuses, stock options, and pension and profit sharing plans, and incentive plans.

ARTICLES XI - ACCEPTANCE OF DESIGNATION

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


James Taylor

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of JAN 1996.

[Signature]
James Taylor
96 FEB 19 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority did personally appeared the person known by me to be James Taylor, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that she made and executed the same for the uses of purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hands and affixed my official seal in the state and county aforesaid, this 15 day of JANUARY, 1996.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
LUIS BULAS

My Commission Expires:

