

MAR-27-98 11:39 From:GREENBERG TRAUIG

5616590488

T-499 P.01/04 Job-957

P98000028674

3/27/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:39 AM

((H98000005958 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: GREENBERG TRAUIG (WEST PALM BEACH)
CONTACT: JUDITH EQUELS OR JAN CRANK
PHONE: (561-) 650-7900

ACCT#: 075201001473

FAX #: (561) 655-6222

NAME: AMERIMED TAX EXEMPT FUND, INC.
AUDIT NO.H98000005958

DOC TYPEFLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS ...1

PAGES3

CERT. COPIES1

DEL. METHODFAX

EST. CHARGE\$131.25

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT.

**ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

FILED
98 MAR 27 PM 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

C/m # 22761.020100

B. McKnight MAR 27 1998

H98000005958 7

ARTICLES OF INCORPORATION
OF
AMERIMED TAX EXEMPT FUND, INC.

ARTICLE I - NAME

The name of this corporation is AMERIMED Tax Exempt Fund, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

One Boca Place, Suite 419
2255 Glades Road
Boca Raton, FL 33431

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of \$.01 par value common stock, which shall be designated "Common Stock."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

Prepared by:

Marvin A. Kirsner, Esq.
Greenberg Traurig
One Boca Place, Suite 419
Boca Raton, FL 33431
Telephone: 561-998-9040
FL Bar # 348163

H98000005958 7

FILED
98 MAR 27 PM 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H98000005958 7

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Marvin A. Kirsner, Esq.
One Boca Place, Suite 419
2255 Glades Road
Boca Raton, FL 33431

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Paul Zelenkofske
6514 N.W. 39th Terrace
Boca Raton, FL 33496

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The name and address of the initial director of the Corporation are:

Paul Zelenkofske
6514 N.W. 39th Terrace
Boca Raton, FL 33496

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General

H98000005958 7

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 23RD day of March 1998.



Paul Zelenkofske, Sole Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS
CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 26TH day of March 1998.



Marvin A. Kirsner, Esq., Registered Agent

WPB/CRANKJ/181263/3w3011.DOC/3/19/98

FILED
98 MAR 27 PM 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H98000005958 7