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6/19/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053
CONTACT: ~~MIAMI~~ *Area*
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: MIAMED, INC.
AUDIT NUMBER.....H98000011442
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 22, 1998

CORPORATE CREATIONS INTERNATIONAL INC

SUBJECT: MIAMED, INC.
REF: W98000014119

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: W98000011442
Letter Number: 898A00034164

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

EFFECTIVE DATE
10-16-98

ARTICLES OF INCORPORATION
OF
MIAMED, INC.

THE UNDERSIGNED incorporator, for purposes of forming a Florida corporation under the Florida Business Corporation Act (Florida Statutes, Chapter 607), hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation is: MIAMED, INC. (the "Corporation").

SECOND: The principal office address and mailing address of the Corporation is: 2801 Ponce de Leon Boulevard, Suite 430, Miami, Florida 33134.

THIRD: The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.

FOURTH: The street address of the initial registered office of the Corporation is: 4521 P.G.A. Boulevard, Suite 211, Palm Beach Gardens, FL 33418; and the registered agent at that address is Corporate Creations Enterprises, Inc.

FIFTH: The name and address of the incorporator of the Corporation is: Corporate Creations International, Inc., 941 Fourth Street, Suite 200, Miami Beach, Florida 33139.

SIXTH: The Corporation shall have three (3) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws, but shall never be less than one (1).

SEVENTH: The names and addresses of the initial directors who shall hold office until the earlier of their resignation, removal or replacement are:

Jose David Suarez 7750 SW 185 Street
Miami, FL 33157

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach, FL 33139
(305) 672-0686

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Ivette Rey

2801 Ponce de Leon Blvd.
Suite 430
Miami, Florida 33134

Frank A. Palacios

9440 SW 54 Street
Miami, Fl 33165

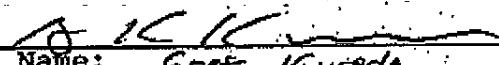
EIGHTH: The Corporation, through its officers and employees, shall be authorized to perform any activity permissible by law.

NINTH: The Corporation is intended to be a corporation within the meaning of the Florida Business Corporation Act (the "Act"), and accordingly, the Corporation and its officers, directors and shareholders, shall be subject to all of the provisions of said Act.

TENTH: The corporate existence of the Corporation shall commence on June 16, 1998.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 18 day of June, 1998.

Corporate Creations International, Inc.

By: 
Print Name: Greg Kuroda
Print Title: Vice President

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

CORPORATION CREATIONS ENTERPRISES, INC.

By: *[Signature]*
Print Name: Greg Kovada
Print Title: Vice President

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