

P99000077917

August 23, 1999

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Fl 32314

Re: ESPE MEDISERVICE, Inc.

Gentlemen:

Enclosed find the original and one copy of Articles of Incorporation , together with my check in the amount of \$ 122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Please send the Certified Copy of the Articles and letter to our address:

**ESPE MEDISERVICE, Inc.**  
975 N.E. 146 Street  
North Miami, Fl 33161

900002972299--9  
-08/27/99--01066--009  
\*\*\*\*122.50 \*\*\*\*\*78.75

Very truly yours,

\_\_\_\_\_  
Jose F. Ramirez

**ESPE MEDISERVICE, Inc.**

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99 AUG 27 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TS 9/1/99

**ARTICLES OF INCORPORATION**

**ARTICLE I - NAME**

The name of this corporation is ESPE MEDISERVICE, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The mailing address of this corporation shall be:

975 N.E. 146 Street

North Miami, Fl 33161

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of legal transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of NO par value common stock which shall be designated as "Common Shares".

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

975 N.E. 146 Street

North Miami, Fl 33161

And the name of the initial registered agent of this corporation at that address is:

JOSE F. RAMIREZ

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE VI – INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have Two Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The names and addresses of the initial Director (s) are:

<b>JOSE F. RAMIREZ</b>	<b>ESPERANZA RAMIREZ</b>
975 N.E. 146 Street	975 N.E. 146 Street
North Miami, Fl 33161	North Miami, Fl 33161

**ARTICLE VII - INCORPORATOR**

The name and address of the Incorporator signing these Articles is:

<b>JOSE F. RAMIREZ</b>
975 N.E. 146 Street
North Miami, Fl 33161

**ARTICLE VIII - EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his/her prorate share thereof ( as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director , to the full extent permitted by law.

**ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

DATED: 8-23-99

By: \_\_\_\_\_

JOSE F. RAMIREZ

(Incorporator)

(Registered Agent)

Thereby accept the designation  
of Registered Agent.

99 AUG 27 AM 9: 34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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