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To: --
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Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

medcol associates, inc.

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Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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TALLAHASSEE, FLORIDA

August 20, 1999

EMPIRE

SUBJECT: MEDCOL ASSOCIATES, INC.
REF: W99000019384

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.

You must list the corporation's principal office and/or a mailing address in the document.

The registered agent and street address must be consistent wherever it appears in your document.

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

Becky McKnight
Document Specialist

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**ARTICLES OF INCORPORATION
OF
MedCol Associates, Inc.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation shall be **MEDCOL ASSOCIATES, INC.**

**ARTICLE II
NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV
ADDRESS**

The street address of the initial principal office of the corporation shall be 100 South Pine Island Road, Suite 108, Plantation, Florida 33324 and the name of the initial Registered Agent for the corporation at 3001 Ponce de Leon Boulevard, Suite 214, Coral Gables, Florida 33134 is Jocelyn Poole.

**ARTICLE V
SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

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**ARTICLE VI
TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII
LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, shareholder or officer may be entitled as a matter of law.

**ARTICLE VIII
SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

**ARTICLE IX
DIRECTORS**

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Jocelyn Poole	265 15 2582	12301 Moss Ranch Road	Miami, FL. 33156
Sheridan Weissenborn	037 30 4514	14620 SW. 82 nd Avenue	Miami, FL. 33158
Warren E. Silverman	216 26 7627	3550 North 32 nd Terrace	Hollywood, FL. 33021

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**ARTICLE X
INCORPORATOR**

The name and address of the incorporator is:

Jocelyn Poole 265 15 2582 12301 Moss Ranch Road Miami, FL. 33156

**ARTICLE XI
AMENDMENT**

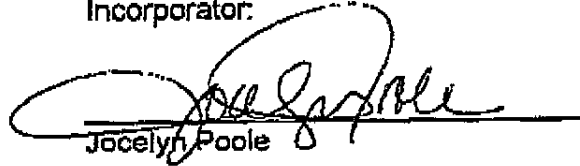
This Corporation reserves the right to amend, alter, change or repeal any provision(s) contained in these Articles of Incorporation or any amendment thereto, in the manner now or hereafter prescribed by statute and any rights conferred upon the stockholders are subject to reservation.

**ARTICLE XII
LIMITATION ON PAYMENT OF DEBTS**

The private property of the stockholders shall not be subject to the payment of corporate debts in any extent whatsoever. The Corporation shall have first lien on the share of its shareholder(s), and upon any dividends due thereon, for any indebtedness of such shareholder(s) to the Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 12th day of August, 1999.

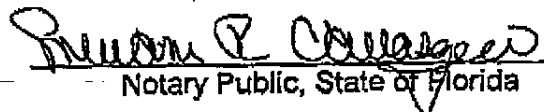
Incorporator:

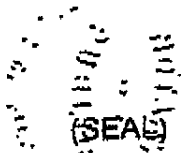

Jocelyn Poole

STATE OF FLORIDA

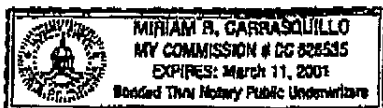
COUNTY OF MIAMI-DADE

The foregoing instrument was executed and acknowledged before me this 12th day of August, 1999, by Jocelyn Poole.


Notary Public, State of Florida



My. Commission expires:



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CERTIFICATE OF DESIGNATION OF REGISTER AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **MedCol Associates, Inc.**
2. The name and address of the registered agent and office is:

Jocelyn Poole
 3001 Ponce de Leon Boulevard
 Suite 214
 Coral Gables, FL 33134

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent;

Jocelyn Poole

 JOCELYN POOLE

STATE OF FLORIDA

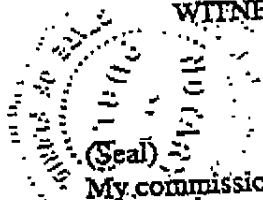
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, this day personally appeared JOCELYN POOLE, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that she has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 12 day of AUGUST, 1999

Miriam P. Carrasquillo

 NOTARY PUBLIC, STATE OF FLORIDA



My commission expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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