



THE UNITED STATES
CORPORATION
COMPANY

A99000001064

ACCOUNT NO. : 072100000032

REFERENCE : 294263 6457A

AUTHORIZATION :

Patricia Pujut

COST LIMIT : \$ 242.90

ORDER DATE : July 1, 1999

ORDER TIME : 11:02 AM

ORDER NO. : 294263-005

CUSTOMER NO: 6457A

200002920782--4

CUSTOMER:

Ms. Carol Ann Justice
ARNOLD MATHENY & EAGAN, P.A.
ARNOLD MATHENY & EAGAN, P.A.
P. O. Box 2967

Orlando, FL 32802-2967

DOMESTIC FILING

NAME: MEDTECH AMERICA MANAGEMENT,
LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

XX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

BH

7/1/99

RECEIVED
99 JUL -1 AM 11:50
JUL 1 1999

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 JUL -1 AM 11:47

**CERTIFICATE OF LIMITED PARTNERSHIP OF
MEDTECH AMERICA MANAGEMENT, LTD.**

The undersigned general partners desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the Partnership is Medtech America Management, Ltd.
2. The address of the office of the Partnership is 6741 Edgeworth Drive, Orlando, Florida 32819-4730.
3. The name and address of the agent for service of process on and registered agent of the Partnership are as follows: George Frederik Du preez, 6741 Edgeworth Drive, Orlando, Florida 32819-4730.
4. The name and business addresses of the general partner is as follows:

Medtech Corporation of America, Inc. 6741 Edgeworth Drive, Orlando,
Florida 32819-4730
F99000002284
5. The mailing address of the Partnership is 6741 Edgeworth Drive, Orlando, Florida 32819-4730.
6. The latest date upon which the Partnership shall dissolve is December 31, 2050.
7. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the in which the Partnership has an interest shall be executed in the Partnership name by Medtech Corporation of America, Inc.

The execution of this certificate by the undersigned general partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by all of the general partners of Medtech America Management, Ltd. this 30th day of June, 1999.

General Partner:

MEDTECH CORPORATION OF
AMERICA, INC.

By: _____

George Frederik Du Preez, CEO

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Medtech America Management, Ltd. a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

By: _____

George Frederik Du Preez

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STATE OF FLORIDA

COUNTY OF ORANGE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared George Frederik Du Preez, as Chief Executive Officer of Medtech Corporation of America, Inc. constituting the sole general partner of Medtech America Management, Ltd., a Florida limited partnership (the "Partnership"), of 6741 Edgeworth Drive, Orlando, Florida 32819, who upon being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made by the limited partners are \$29,700.00.
2. No additional capital contributions are anticipated to be contributed by any of the limited partners.

FURTHER AFFLIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

General Partner:

MEDTECH CORPORATION OF
AMERICA, INC.

By: _____

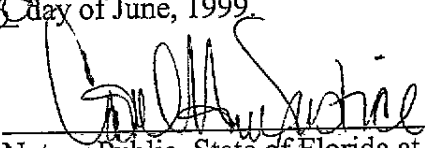
George Frederik Du Preez, CEO

Date: _____

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared George Frederik Du Preez, CEO of Medtech Corporation of America, Inc. (General Partner), known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said Partnership. Said person was personally known to me or produced _____ as identification.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30 day of June, 1999.


Notary Public, State of Florida at Large

(NOTARY SEAL)

My commission expires:



Carol Ann Justice
My Commission CC624279
Expires August 24, 2000

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