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ACCOUNT NO. : 072100000032

REFERENCE : 607755 167295A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 4, 2002

ORDER TIME : 10:26 AM

ORDER NO. : 607755-005

CUSTOMER NO: 167295A

700005677757--8

CUSTOMER: Ana Rojas, Legal Assistant
Gary C. Matzner, Esq
Suite 1146
2601 South Bayshore Drive
Miami, FL 33133

FOREIGN FILINGS

NAME: MEDFIRST CORPORATION

5

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

BK

CONTACT PERSON: *Sara Lea* EXT# 1114

EXAMINER: _____

RECEIVED
JUN -4 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
JUN -4 PM 2:15
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Gary C. Matzner, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

MedFirst Corporation
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

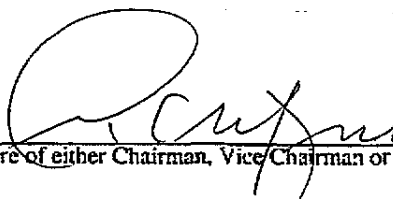
was duly adopted on April 30, 2002.

Be it resolved, that MedFirst Corporation,
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

MedFirst Corporation Delaware for use in Florida.

Dated: May 1, 2002



Signature of either Chairman, Vice Chairman or any officer

Gary C. Matzner, Treasurer
Type of print name

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

JNHS19(1/00)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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TALLAHASSEE, FLORIDA

1. MedFirst Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. March 28, 2002
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2601 South Bayshore Drive, Suite 1146, Miami, FL 33133
(Principal office address)
2601 South Bayshore Drive, Suite 1146, Miami, FL 33133
(Current mailing address)
8. to provide manage care and to engage in the transaction of any and all lawful business activities permitted under the laws of Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Gary C. Matzner, Esq.
Office Address: 2601 South Bayshore Drive, Suite 1146
Miami, Florida 33133
(City) (Zip code)

10. Registered agent's acceptance:

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

Gary C. Matzner, Esq.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert B. Schyberg

Address: 3651 Thompson Road, Lake Mary, FL 32746

Vice Chairman: _____

Address: _____

Director: Robert B. Schyberg

Address: 3651 Thompson Road, Lake Mary, FL 32746

Director: _____

Address: _____

B. OFFICERS

President: Robert B. Schyberg

Address: 3651 Thompson Road, Lake Mary, FL 32746

Vice President: _____

Address: _____

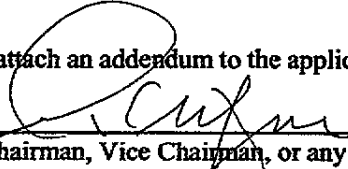
Secretary: Robert B. Schyberg

Address: 3651 Thompson Road, Lake Mary, FL 32746

Treasurer: Gary C. Matzner

Address: 2601 South Bayshore Drive, Suite 1146, Miami, FL 33133

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gary C. Matzner, Treasurer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

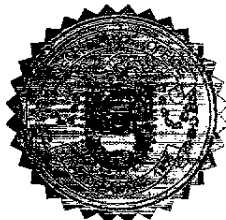
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDFIRST CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2002.

FILED
JUN -4 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3507950 8300

020204153

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1694080

DATE: 03-28-02