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FOREIGN PROFIT QUALIFICATION

Medical Directions, Inc.

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Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

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8/21/03



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 4, 2003

UCC FILING & SEARCH SERVICES, INC.

SUBJECT: MEDICAL DIRECTIONS, INC.
REF: W03000021883

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.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

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

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.

1. Medical Directions, Inc.
(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. New York 3. 06-1524293
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7-13-98 5. perpetual
(Date of incorporation) (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. 5 Hatfield Lane, Goshen, NY 10924
(Principal office address)

same
(Current mailing address)

8. managing consulting services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

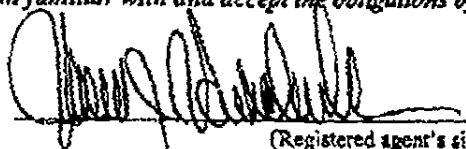
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Mr. Marc Kirschenbaum

Office Address: 912 Windermere Way

Palm Beach Gardens, Florida 33418
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept services 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.


(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.

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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Marc Kirschenbaum, do hereby certify that this Resolution of the Board of Directors of Medical Direction, Inc. a corporation duly organized and existing under the laws of the State of New York was duly adopted on August 20, 2003.

Be it resolved, that Medical Directions, Inc. organized and existing in the State of New York hereby adopts the name MDI of South Florida, Inc. for use in Florida.

Dated: August 20, 2003



Signature of Chairman, Vice Chairman or officer

Marc Kirschenbaum

Type or print name

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SECRETARY'S OFFICE
TAL...

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Marc Kirschenbaum

Address: 5 Hatfield Lane, Goshen, New York 10924

Director: Stacey S. Kerr

Address: 5 Hatfield Lane, Goshen, New York 10924

B. OFFICERS

President: Stacey S. Kerr

Address: 5 Hatfield Lane, Goshen, New York 10924

Vice President: _____

Address: _____

Secretary: Jill Mandell

Address: 5 Hatfield Lane, Goshen, New York 10924

Treasurer: Marc Kirschenbaum

Address: 5 Hatfield Lane, Goshen, New York 10924

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. Marc Kirschenbaum - Secretary

(Typed or printed name and capacity of person signing application)

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State of New York | ss:
Department of State

I hereby certify, that the Certificate of Incorporation of MEDICAL DIRECTIONS, INC. was filed on 07/13/1998, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Biennial Statement was filed 06/17/2003.

I further certify, that no other documents have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 29th day of July
two thousand and three.



Secretary of State

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