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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

700001694267
-01/22/96--01009--009
*****78.75 *****78.75

SUBJECT: HMI, Inc.
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DAVID METER
(Name of Person)

HMI, INC.
(Firm/Company)

564 CASCADE Circle #104
(Address)

CASSELBERRY, Fl. 32707
(City, State and Zip Code)

RECEIVED
96 JAN 19 AM 9:29
DIVISION OF CORPORATION

FILED
96 JAN 22 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

DAVID METER at (407) 260 - 7051.
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

M. Mays
487-6097

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned MARK P. Whitley, do hereby certify that this Resolution of the Board of Directors of HMI, INC., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on January 22, 19 96.

Resolved, that HMI, Inc., organized and existing in the State of DELAWARE, hereby adopts the name MEN'S MEDICAL CARE, INC for use in Florida.

Dated: JANUARY 22, 1996

Signature of at least one director

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96 JAN 22 AM 9:31
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TALLAHASSEE, FLORIDA

INHS19(3/93)

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. HMI, INCORPORATED (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. Delaware
(State or country under the law of which it is incorporated)

3. 59-3351977
(FEI number, if applicable)

4. 1/3/96
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida. *(See sections 607.1501, 607.1502, and 817.155, F.S.)*)

7. 564 CASCADE Circle #104
CASSelberry, Fl. 32707
(Current mailing address)

8. Men's Medical Care + any lawful purpose
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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TALLAHASSEE, FLORIDA

9. **Name and street address of Florida registered agent:**

Name: DAVID A. METER

Office Address: 564 CASCADE Circle #104

CASSelberry, Florida, 32707
(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.

David A. Meter
(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 addresses of officers and/or directors:

A. **DIRECTORS**

Chairman: ARA Chackarian

Address: 147 Crown Ct. #8
SAN FRANCISCO, CALIFORNIA 94114

Vice Chairman: MARK Whitley

Address: 640 West Tennessee St.
TALLAHASSEE, FLORIDA 32304

Director: TODD LaVelle

Address: 8743 Rolling Brook LANE
Jacksonville, FLORIDA 32256

Director: Scott King

Address: 3041 Prescott Falls DR.
JACKSONVILLE, FLORIDA 32224

B. **OFFICERS**

President: Scott King

Address: 3041 Prescott Falls DR.
JACKSONVILLE, Fl. 32224

Vice President: TODD LaVelle

Address: 8743 Rolling Brook LANE
JACKsonville, Fl. 32256

Secretary: MARK Whitley

Address: 640 W. Tennessee St.
TALLAHASSEE, Fl. 32304

Treasurer: ARA Chackarian

Address: 147 Crown Ct. #8
SAN FRANCISCO, CALIFORNIA 94114

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

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

14. MARK Whitley (VICE-CHAIRMAN)
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HMI, INC." 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 SEVENTEENTH DAY OF JANUARY, A.D. 1996.

FILED
96 JAN 22 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel, Secretary of State

AUTHENTICATION: 7792752

DATE: 01-17-96

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