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ATTORNEY - AT - LAW

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EIN NO. 59-3217287

December 29, 1999

Office of the Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

900003091049--2

-01/06/00-01096-001

*****70.00 *****70.00

RE: Incorporation of Medfo, Inc.

Dear Sir/Madam:

Enclosed please find the following with regard to the above-captioned matter.

1. The original and one (1) copy of the Articles of Incorporation for the above named corporation.
2. Our check in the amount of seventy dollars (\$70.00) to cover the following costs:
 - a. Filing Fee \$ 35.00
 - b. Registered Agent Form \$ 35.00

Thank you in advance for your processing of the aforementioned enclosures.

Sincerely,


Juana Maria Rojas

FILED
00 JAN -6 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JMR/djh
encl.

gfr/12

ARTICLES OF INCORPORATION
OF
MEDFO, INC.

ARTICLE I - NAME, PRINCIPAL ADDRESS AND MAILING ADDRESS

The name of the Corporation shall be Medfo, Inc. The principal and mailing address of the corporation shall be 6110 Ninth Street North, St. Petersburg, FL 33703.

ARTICLE II - CAPITAL STOCK

The Corporation is authorized to issue one thousand (1,000) shares of capital stock of the par value of One Dollar (\$1.00) which shall be designated "Common Shares," and all of which shall have the same rights and privileges.

ARTICLE III - PRE-EMPTIVE RIGHTS

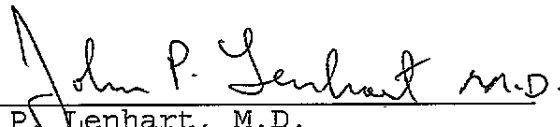
Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3405 W. Columbus Drive, Suite A., Tampa, FL 33607, and the name of the initial registered agent of the Corporation at that address is Juana Maria Rojas, Esq.

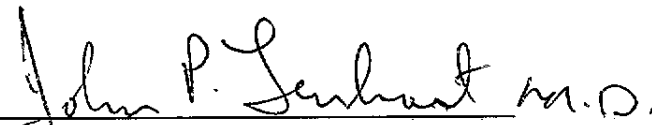
ARTICLE V - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is John P. Lenhart, M.D.



John P. Lenhart, M.D.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of _____, 1999.



SUBSCRIBER

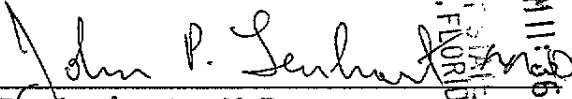
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That MEDFO, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 6110 Ninth Street North, St. Petersburg, FL 33703, has named Juana Maria Rojas, Esq., at 3405 W. Columbus Drive, Suite A, Tampa, Florida 33607, as its agent to accept service of process within Florida.


Dated: _____



John P. Lenhart, M.D.
Incorporator

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00 JAN -6 AM 11:36
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Juana Maria Rojas, Esq.
Registered Agent