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FILED
00 SEP 28 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via Federal Express

September 27, 2000

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

900003408059--9
-09/28/00--01064--002
*****78.75 *****78.75

Re: Articles of Incorporation of **Sleep Management, Inc.**
Our File No.: 00-1426

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office of the above-captioned corporation. Also, enclosed is a check in the amount of \$78.75 for the filing fee, certified copy, and Registered Agent fee.

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned in the self-addressed, prepaid postage envelope which is enclosed herein for your convenience. Thank you.

Very truly yours,


ALEX HOFRICHTER

AH:tp

Enclosures: as stated

S:\Wp9docs\1426 - Sleep Mgmt Inc\Correspondence\SecState ltr

F. CHESLER OCT 2 2000

ARTICLES OF INCORPORATION
OF
SLEEP MANAGEMENT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned, being a natural person, does hereby act as an incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the corporation) is SLEEP MANAGEMENT, INC. The street address of the initial principal office of the corporation is: 7325 S.W. 63rd Avenue, Suite 203, Miami, FL 33143, which shall also be its initial mailing address.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purposes for which the corporation is initially organized, which shall continue to be the purposes of the corporation until and if the same shall be amended pursuant to the provisions of the Florida Business Corporation Act, and which include the authority of the corporation to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, include, but are not limited to, the following:

A. To carry on a general mercantile, industrial, investing and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign licensing arrangements,

options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire, by purchase or otherwise, own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and aid or subscribe toward the construction, acquisition or improvement of any factories, stores, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purposes of the business.

B. To buy, acquire, hold, use, employ, mortgage, convey, lease, and dispose of patent rights, letters patent, processes, devices, inventions, trademarks, formulae, goodwill and other rights.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own,

use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge or otherwise dispose of, and in any manner deal with and contract with reference to:

(1) inventions, devices, formulae, processes and any improvements and modifications thereof;

(2) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trademarks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or any state or subdivision thereof, or any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(3) franchises, licenses, grants and concessions.

C. To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property or any interest or rights therein without limit as to the amount.

D. To lend money on bonds secured by mortgage and real property and to make advances from time to time on bonds secured by mortgage for future advance on real estate, but nothing set forth in this section D shall give or be construed to give said corporation any banking powers.

E. To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any of the purposes of the

business of this corporation and to purchase, acquire, erect and construct or make improvement of buildings or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as herein specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings and other works and any interest or right therein; to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, or in a lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker or in any lawful capacity, mortgages and other interests in real, personal and mixed properties, to carry on a general construction, contracting, building and realty management business as principal, agent, representative, contractor, subcontractor, or

in any other lawful capacity.

F. To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized to be conducted by this company, or with which this company is authorized under the laws of this State to consolidate, or whose stock the company under the laws of this State and the provisions of this certificate is authorized to purchase and to undertake in conjunction therewith, any liabilities of any person, firm, association or company described as aforesaid, possessing of property suitable for any of the purposes of this company, or for carrying on any business which this company is authorized to conduct, and as for the consideration for the same to pay cash or to issue shares, stocks or obligations of this company.

G. This corporation may conduct its business in the State of Florida, in any other State of the United States of America, and in any and all foreign countries, and in the interest of an effectual prosecution of its business this corporation shall have the right to acquire such rights, privileges, property and assets as are exercised by or permitted for any co-partnership or persons engaged in a similar business, or which now or hereafter may be authorized by law.

H. To have all of the powers conferred upon corporations organized under the Florida Business Corporation Act.

FOURTH: The aggregate numbers of shares which the corporation is authorized to issue is SEVEN THOUSAND FIVE HUNDRED

(7,500) shares, all of which are of a par value of One (\$1.00) Dollar each and are of the same class and are to be Common shares.

FIFTH: Each share of the corporation shall entitle the holder thereof to a pre-emptive right, for a period of thirty (30) days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or equity and/or voting shares of any class of the corporation whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty (30) days, any and all of such shares, rights, options, bonds, securities or obligations of the corporation may be issued, reissued, transferred, or granted by the shareholders, as the case may be, to such persons, firms, corporations and association for such lawful considerations, and on such terms, as the shareholders in their discretion may determine. As used herein, the terms,

"equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more officers of the corporation.

SIXTH: The street address of the initial registered office of the corporation in the State of Florida is 9100 South Dadeland Boulevard, Suite 1119, Miami, Florida 33156, and the name of the initial registered agent of the corporation is Alex Hofrichter, whose address is the same as that of the registered office.

SEVENTH: A. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the director of this corporation. The corporation shall initially have one (1) director, which number may be increased by the corporation in accordance with its by-laws. The name and address of each person who is to serve as a member of the initial Board of Directors of the corporation is as follows:

<u>Name</u>	<u>Address</u>
Robert B. Schader, M.D.	7325 S.W. 63 rd Avenue Suite 203 Miami, FL 33143


Director(s) need not be residents of the state or shareholders unless articles of incorporation or by-laws so require. The director(s) shall have the authority to fix the compensation unless otherwise provided in the Articles of Incorporation or By-laws.

EIGHTH: The name and address of the Incorporator of the corporation is as follows: Robert B. Schader, M.D., 7325 S.W. 63rd Avenue, Suite 203, Miami, FL 33143.

NINTH: The corporation shall have the right, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, to indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, Agreements, vote of the shareholders or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer of said corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

TENTH: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

Signed on this 27 day of September, 2000.



ROBERT B. SCHADER, M.D., Incorporator

STATE OF FLORIDA :
:SS
COUNTY OF MIAMI-DADE :

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ROBERT B. SCHADER, M.D., who is personally known to me and known to be the person named as the Incorporator in the foregoing Articles of Incorporation of SLEEP MANAGEMENT, INC., and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form(s) of identification for the above-named person(s): a Florida driver's license and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 27 day of September, 2000.

BARBARA E. LAVALLEY
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC699898
EXPIRES 1/5/2004
BONDED THRU ASA 1-888-NOTARY1

NOTARY RUBBER STAMP SEAL

Barbara LaValley
Notary Signature

BARBARA LAVALLEY
Printed Notary Signature

My Commission Expires: 1/5/2004

To: Division of Corporations
P. O. Box 6327
Tallahassee, Florida

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

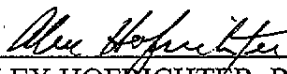
PURSUANT TO THE PROVISIONS OF FS § 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Sleep Management, Inc.
2. The name and address of the registered agent and office is:

Alex Hofrichter
9100 South Dadeland Boulevard, Suite 1119
Miami, Florida 33156

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

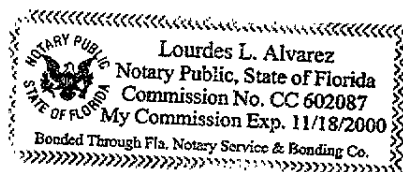
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


ALEX HOFRICHTER, Registered Agent

STATE OF FLORIDA :
:SS
COUNTY OF MIAMI-DADE :

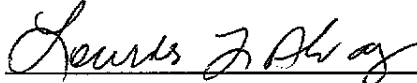
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ALEX HOFRICHTER, who is personally known to me and known to be the person named as the Registered Agent for the above stated corporation, and who executed the foregoing certificate and acceptance as Registered Agent, and acknowledged before me that he executed the same, that I relied upon the following form(s) of identification for the above-named person(s): a Florida driver's license and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 27 day of September, 2000.



My Commission Expires: _____

NOTARY RUBBER STAMP SEAL


Notary Signature
Lourdes L. Alvarez
Printed Notary Signature