

Charter Number Only

10/25/00

Free

Mendez & Mendez
 Requestor's Name
 901 Ponce de Leon Blvd #304
 Address
 Coral Gables, FL 33134
 City State ZIP Phone
 (305) 643-3850

VALIDATION ONLY

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 -10/26/00--01017--008
 *****78.75 *****78.75

CORPORATION(S) NAME

Sportmed of Coral Gables, Inc.

00 OCT 26 AM 10:12
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA



Empire Toll Free 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name
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TALLAHASSEE FLORIDA

ARTICLES OR INCORPORATION OF
SPORTMED OF CORAL GABLES, INC.

I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, and desiring to form a corporation under the laws of the State of Florida hereby certify as follows:

ARTICLE ONE

The name of the corporation is: SPORTMED OF CORAL GABLES INC.

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States, and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be:

500 shares of common stock with a par value of \$1.00 per share.

ARTICLE FOUR

The amount of capital the corporation is to start business with shall not be less than \$500.00.

ARTICLE FIVE

The corporation shall have perpetual existence beginning with the date of incorporation.

ARTICLE SIX

The principal office of the corporation shall be located at:
225 Malaga Avenue Coral Gables, Florida 33134 or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may from time to time be authorized by its Board of Directors.

ARTICLE SEVEN

The registered office address of the corporation shall be:

The Registered Agent is: Sergio L. Mendez
901 Ponce de Leon Boulevard
Suite 304
Coral Gables, FL 33134

ARTICLE EIGHT

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than one (1) and no more than three (3) directors as shall from time to time be designated by the by-laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE NINE

The names and street addresses of the first Board of Directors who, subject to the provisions of these articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida shall hold office for the first year of corporate existence or until their successors are elected and are fully qualified, are:

NAMES

ADDRESSES

XENIA ARXER, President

225 Malaga Avenue Coral Gables, FL 33134

XENIA ARXER, Secretary & Treasurer

225 Malaga Avenue Coral Gables, FL 33134

ARTICLE TEN

The name and street address of the subscriber of the Articles of Incorporation is:

XENIA ARXER 225 Malaga Avenue Coral Gables, Florida 33134.

ARTICLE ELEVEN

The by-laws of this corporation may be created, amended or changed by either the stockholders or the Directors at any regular or duly scheduled special meeting.

ARTICLE TWELVE

This corporation shall have, in addition to a President and Secretary, such other additional officers as may be created from time to time, by and under the authorization of its by-laws.

ARTICLE THIRTEEN

All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors.

Any person may hold two (2) or more offices of the corporation.

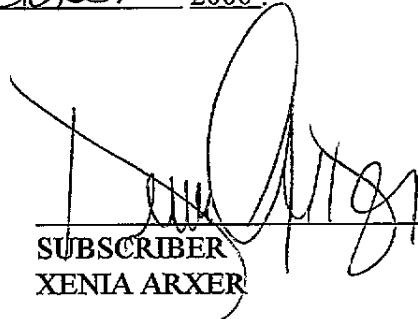
ARTICLE FOURTEEN

Every person who is or hereafter shall become a Director of this Corporation shall be indemnified by the corporation against all costs and expenses (including attorney's fees) hereafter reasonably incurred or imposed upon in connection with, or resulting from any action, suit or proceedings of whatever nature to which he is or shall be made a part by any reason of his being or having been a Director of the Corporation, whether or not he is a Director of the corporation at the time he is made a party to such action, suit or proceedings, or at the time such cost or expense is incurred by or imposed upon him.

However, an exception is made to the above in relation to matters as to which he shall finally be adjudged in such action, suit or proceedings, to have been derelict in the performance of the duties imposed upon him as such Director.

The right of indemnification herein provided shall not be exclusive or other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 24th day of October, 2000.



SUBSCRIBER
XENIA ARXER


STATE OF FLORIDA)
COUNTY OF DADE) SS:

I HEREBY CERTIFY that on the 24th day of October, 2000, personally appeared before me:

XENIA ARXER

to me well known to be the person who executed the foregoing ARTICLES OF INCORPORATION, who produced his driver's license as identification, acknowledged before me that he signed and executed the same for the purposes expressed and did not take an oath.

SWORN TO AND SUBSCRIBED BEFORE ME at Miami, MIAMI-DADE County, Florida the day and year above written.



NOTARY PUBLIC

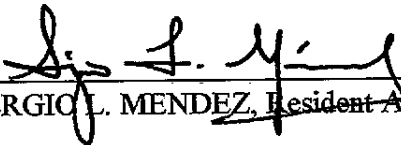
My Commission Expires:

 SERGIO L. MENDEZ
COMMISSION # CC 680196
EXPIRES SEP 14, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE AS RESIDENT AGENT OF SPORTMED OF CORAL GABLES INC.

SPORTMED OF CORAL GABLES INC. under the laws of the State of Florida with its principal place of business at Miami, Florida has named and designated SERGIO L. MENDEZ as its resident agent.

I, SERGIO L. MENDEZ, accept appointment as Resident Agent of SPORTMED OF CORAL GABLES INC. as the office of resident agent pursuant to all statutory provisions at 901 Ponce de Leon Boulevard Suite 304 Coral Gables, FL 33134.


SERGIO L. MENDEZ, Resident Agent

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