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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

RASHEL'S MEDICAL SERVICES, INC.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

B. McKnight JUL 10 2001

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## ARTICLES OF INCORPORATION

OF

**H 01000079926 RASHEL'S MEDICAL SERVICES, INC.**ARTICLE I - NAME

The name of this Corporation is RASHEL'S MEDICAL SERVICES , INC.

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the dates these Articles of Incorporation are filed with the Florida Secretary of State's Office.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V - INITIAL CORPORATE OFFICE AND REGISTERED AGENT

The street address of the initial corporate office of the corporation is 1455 NW 14<sup>th</sup> St, Miami, Florida 33125. The name and address of the initial registered agent for the Corporation is Benjamin R. Metsch, 1455 NW 14<sup>th</sup> Street, Miami, Florida 33125.

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**ARTICLE VI - BY-LAWS**

The By-Laws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) initial Director. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The name and address of the Director of this Corporation is:

<u>Name</u>	<u>Address</u>
Francisco Oropesa	1455 NW 14 <sup>th</sup> Street, Miami, Florida 33125

**ARTICLE VIII - OFFICERS**

The officers of the Corporation are:

<u>Name</u>	<u>Office</u>
Francisco Oropesa	President, Vice-President, Secretary and Treasurer

**ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE X - PREEMPTIVE RIGHTS**

Every Stockholder, 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) as the price at which it is offered to others.

**ARTICLE XI - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: Benjamin R. Mersch, 1455 NW 14<sup>th</sup> Street, Miami, FL 33125

**ARTICLE XII - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,  
this 9 day of July, 2001.

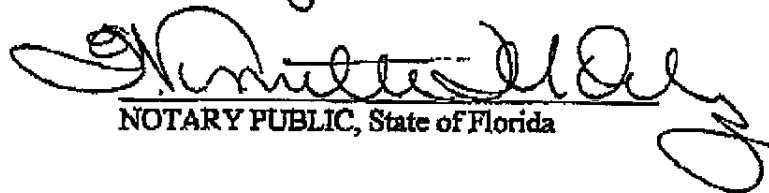
  
\_\_\_\_\_  
BENJAMIN R METSCH  
(Incorporator)

STATE OF FLORIDA        )

COUNTY OF MIAMI-DADE        )

Before me, a Notary Public authorized in the State and County set forth above, personally  
appeared BENJAMIN R METSCH, known to me and known by me to be the person, who, as  
Incorporator, executed the foregoing Articles of Incorporation of RASHEL'S MEDICAL  
SERVICES, INC., and he acknowledged before me that he executed those Articles of  
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in  
the State and County aforesaid, this 9 day of July, 2001.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission Expires:

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 9 DAY OF July, 2001.

  
\_\_\_\_\_  
BENJAMIN R METSCH

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