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(SAMPLE LETTER OF TRANSMITTAL)
FILED

Date 8/20/01

01 AUG 27 PM 4:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: MED STAR OF South Florida INC.
(name of corporation)

500004558175--3
-08/27/01--01102--010
*****87.50 *****87.50

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

WILLIAM V. DERIAN
(individual's name)

MED STAR INC.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
<u>1717 SW 1ST WAY #27</u>		
<u>DEERFIELD BEACH, FLA</u>		
<u>33441.</u>		
<u>954-234-5677 -</u>		
PHONE		
<u>(954) 426-5492</u>		
Area Code	Number	Ext.

William Derian GAVE
AUTHORIZATION BY PHONE TO
CORRECT Name of Corp
DATE 8-28-01
DOC. EXAM CB

C. BLALOCK AUG 28 2001

(1/1) 19991

ARTICLES OF INCORPORATION

of

MED STAR OF South Florida Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

MED STAR OF South Florida Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities 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 THOUSAND shares (1,000) of COMMON VOTING STOCK Dollar(s) (\$ ONE HUNDRED) par value Common Stock, which shall be designated "Common Shares."
100.00

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>WILLIAM V. DERIAN</u>	WILLIAM V. DERIAN 1902 NE 6th St. Deerfield Beach, FL 33441
ADDRESS	<u>1902 NE 6TH ST</u>	
CITY	<u>DEERFIELD BEACH</u>	FLORIDA <u>FLORIDA</u> ZIP <u>33441</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>DAVID R. DERIAN</u>
ADDRESS	<u>1717 S.W. 1ST WAY #27</u>
CITY	<u>DEERFIELD BEACH FLORIDA</u> FLORIDA <u>—</u> ZIP <u>33441</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have FOUR (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>WILLIAM V. DERIAN - 1902 NE 6 ST -</u>		
ADDRESS	<u>DEERFIELD BEACH, FLORIDA 33441</u>		
CITY	<u>DAVID R. DERIAN</u>	STATE	ZIP
NAME	<u>71 SE 7TH AVE DEERFIELD BEACH, FLA 33441</u>		
ADDRESS	<u>BERT COBEY</u>		
CITY	<u>475 S. FEDERAL HW- DEERFIELD</u>	STATE	<u>FLA</u> ZIP <u>33441</u>
NAME	<u>MIKE DEGEN - 2551 NW 46 ST</u>		
ADDRESS	<u>BONA PATRU, FLORIDA 33434</u>		
CITY		STATE	ZIP

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ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows: (FOUR)

NAME	WILLIAM V. DERIAN; 1942 NE 6 ST - DEERFIELD BEACH, FLA 33441	258
ADDRESS	CHAIRMAN - AND DIRECTOR	
CITY	DAVID R. DERIAN - 71 SE 7TH AVE - STATE DEERFIELD BEACH, FLA 33441	258
NAME	CO - PRESIDENT AND C. E. O AND ASST TREASURER AND DIRECTOR	
ADDRESS	BRET CO REY - 476 S. FEDERAL HW, DEERFIELD BEACH, FLA 33441	258
CITY	CO - PRESIDENT AND C. E. O. AND STATE ASST TREASURER - ZIP + DIRECTOR	
NAME	MIKE DEGEN - 2551 NW 46 ST, ROCK PATAU, FLA 33434	258
ADDRESS	V. P. OPERATIONS. AND DIRECTOR -	
CITY	CHECK SIGNING - ANY ONE UNDER 2000 - STATE (2 515 0000 3000) ZIP	

WITH EACH DIRECTOR OWNING 250 SHARES OF COMMON STOCK OR 258 EACH -
 IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 20
 day of AUGUST, 19
2001

William V Derian (Seal)
Bret A Coley (Seal)
David R Derian (Seal)
Mike Degen (Seal)

STATE OF FLORIDA
 COUNTY OF _____ SS
 (NOTARY NOT REQUIRED)

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Signature	Form of Identification
Signature	Form of Identification
Signature	Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that _____ executed these Articles of Incorporation, that I relied upon the form of identification of the above named person as indicated opposite each name, and that an oath was not taken.

NOTARY RUBBER STAMP SEAL

Witness my hand and official seal in the County and State last aforesaid this _____ day of _____ 19____

Notary Signature _____

Printed Notary Signature _____

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

8/20/01-

MED STAR

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 1962 NE 6 ST

DEER FLOID BEACH, FLORIDA 33441

has named WILLIAM V. DERIAN

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

William V. Derian

(registered agent)

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