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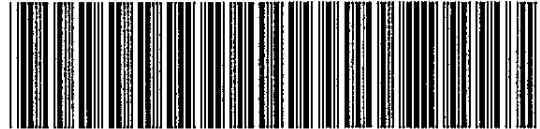
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ARTICLES OF INCORPORATION
OF
AMERI MEDICAL SERVICES, INC.,

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I.
NAME

The name of the Corporation is: **AMERI MEDICAL SERVICES, INC.**

ARTICLE II.
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III.
NATURE OF BUSINESS

The nature of the business to be conducted by the Corporation is:

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 aggregate number of shares which the Corporation has authority to issue is one hundred (100) shares, all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) DOLLARS per share.

ARTICLE V.
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

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FLORIDA

ARTICLE VI.
REGISTERED OFFICE

The street address of the initial registered agent of the Corporation is:

**224 Datura Street
Suite 1315
W. Palm Beach FL 33401**

The name of the registered agent at such address is: **Alex E. Borell.**

ARTICLE VII.
PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation in the State of Florida is:

**224 Datura Street
Suite 1315t
W. Palm Beach, FL 33401**

ARTICLE VIII.
DIRECTORS

The initial Board of Directors of the Corporation shall consist of three members. Changes in the number of members comprising the Board of Directors shall be made by amendment to the Corporation's By-laws.

The names and addresses for the two (2) members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
JOSE J. ARMAS	3191 Coral Way Suite 303, Miami FL 33145
ALEX E. BORELL	224 Datura Street Suite 1315, W. Palm Beach FL 33401

ARTICLE IX.
INCORPORATOR

<u>NAME</u>	<u>ADDRESS</u>
Alex E. Borell	224 Datura Street Suite 1315 W. Palm Beach FL 33401

ARTICLE X.
OFFICERS

The names and addresses and title of the initial officer(s) of the Corporation are:

<u>NAME/TITLE</u>	<u>ADDRESS</u>
JOSE J. ARMAS, Pres.	3191 Coral Way Suite 303, Miami FL 33145
ALEX E. BORELL, V. Pres.	224 Datura Street Suite 1315t, W. Palm Beach FL 33401

ARTICLE XI.
INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XII.
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER
PRE-INCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its Director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The Director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XIII.
RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any rights inferred upon the shareholders shall be subject to this reservation.

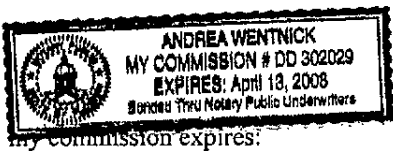
15 IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day September, 2004.



Alex E. Borell, Incorporator

STATE OF FLORIDA }
 {s.s.
COUNTY OF MIAMI DADE }

THE FOREGOING instrument was acknowledged before me this 15 day of September, 2004, by **ALEX E. BORELL**, as **Incorporator of AMERI MEDICAL SERVICES, INC.**, on behalf of the corporation, who has produced his driver's license as identification (or is personally known to me) and did (did not) take an oath.



NOTARY PUBLIC, STATE OF FLORIDA

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**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA NAMING AGENT UPON WHOM MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT , **AMERI MEDICAL SERVICES, INC.**, desiring to organize or qualify under the laws of the State of Florida with its principal place of business at the CITY OF W. Palm Beach, STATE OF Florida, HAS NAMED ALEX E. BORELL, whose address is 224 Datura Street Suite 1315, W. Palm Beach FL 33401, as its Agent to accept service of process.

DATE: 9-15-2004

SIGNATURE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE- STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES.

DATE: 9-15-2004

SIGNATURE: