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From:

Henry O. Trends, Legal Counsel
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FLORIDA PROFIT CORPORATION OR P.A.

INDEPENDENT INFUSION COOPERATIVE, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
INDEPENDENT INFUSION COOPERATIVE, INC.**

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

**ARTICLE I
NAME**

The name of the corporation is Independent Infusion Cooperative, Inc. (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

1725 N.W. 79th Avenue
Miami, Florida 33126

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1,000) shares, \$0.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
INITIAL DIRECTOR**

The name and address of the initial director of the Corporation is:

Marc Parness
1725 N.W. 79th Avenue
Miami, Florida 33126

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: One Southeast Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is: American Information Services, Inc.

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ARTICLE VI
INCORPORATOR

The name and street address of the incorporator of the Corporation is: Marshall R. Burack, Esq., One Southeast Third Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of October, 2004.


Marshall R. Burack, Esq., Incorporator

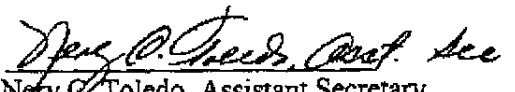
CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of INDEPENDENT COOPERATIVE INFUSION, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 12th day of October, 2004.

American Information Services, Inc.

By: 
Nery C. Toledo, Assistant Secretary
Registered Agent

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