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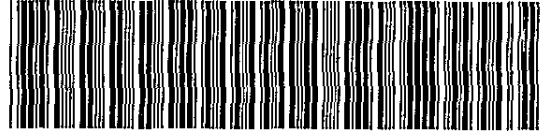
(Business Entity Name)

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FILED
MAR 24 2005
13:03:17

J. Shivers MAR 30 2005

STUART B. KLEIN, P.A.

Attorneys at Law

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Palm Beach Gardens, Florida 33410

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Stuart B. Klein, Esq.
Also Admitted in New York & Ohio
E-mail: SBK@kleinslaw.com

March 15, 2005

Via Regular Mail

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for THE CENTER FOR SLEEP MEDICINE, INC.

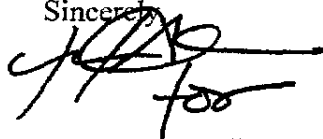
Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation, and our check in the amount of \$78.75 representing payment of the following:

- | | | |
|----|---------------------------------|---------|
| 1. | Filing Fee | \$35.00 |
| 2. | Certified Copy of Articles | \$ 8.75 |
| 3. | Filing Fee for Registered Agent | \$35.00 |

Please return the certified document to this office in the enclosed pre-addressed stamped envelope.

Sincerely,



STUART B. KLEIN, ESQ.
SBK:jac

Enclosures

FILED
MAR 16 2005
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
THE CENTER FOR SLEEP MEDICINE, INC.

ARTICLE I

The name of the corporation is THE CENTER FOR SLEEP MEDICINE, INC. The principle office and mailing address is:

**13005 Southern Boulevard, Suite 235
Loxahatchee, FL 33470**

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of .10 cents of voting common stock.

ARTICLE V

The Registered Agent and street address of the initial Registered Office of this corporation in the State of Florida shall be:

Stuart B. Klein, Esq.
2801 PGA Boulevard, Suite 110
Palm Beach Gardens, FL 33410

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

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CLERK OF CIRCUIT COURT
DA

ARTICLE VI

This corporation shall have two (2) directors initially. The number of Directors may be changed from time to time by the By-Laws but shall not be less than two (2). The name and address of the person who is to serve as the member of the initial Board of Directors is:

Neal R. Warshoff
13005 Southern Boulevard
Suite 235
Loxahatchee, FL 33470

Nir M. Goldstein
13005 Southern Boulevard
Suite 235
Loxahatchee, FL 33470

ARTICLE VII

The name and address of the person signing these Articles of Incorporation as the
Incorporator is:

Neal R. Warshoff
13005 Southern Boulevard
Suite 235
Loxahatchee, FL 33470

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the shareholders and approved at a shareholders' meeting by at least a majority of the shareholders entitled to vote, unless all of the directors and all of the shareholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

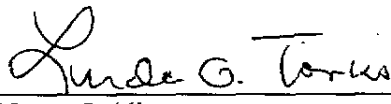
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 8 day of March, 2005.


Neal R. Warshoff

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared Neal R. Warshoff, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed these Articles of Incorporation on this 8th day of March, 2005.

 **Linda G. Tonks**
Commission #DD271267
Expires: Dec 01, 2007
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public
Name: Linda G. Tonks

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

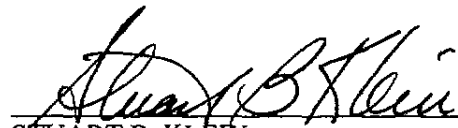
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That THE CENTER FOR SLEEP MEDICINE, INC., desiring to organize under the laws of the State of Florida, with its principal office at the County of Palm Beach, State of Florida, has named Stuart B. Klein, Esq., of 2801 PGA Boulevard, Suite 110, Palm Beach Gardens, Florida 33410 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

DATED this 6th day of March, 2005


STUART B. KLEIN
Registered Agent

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05 MAR 21 PM 2:17
CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for THE CENTER FOR SLEEP MEDICINE, INC., a Florida corporation (the "Corporation"), I hereby agree to act in that capacity, and, on behalf of the Corporation, to accept service of process for the Corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Stuart B. Klein

Date: _____

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Stuart B. Klein, known to me and known by me to be the person named in the foregoing Affidavit of Acceptance of Appointment as Registered Agent, and he acknowledged to me and before me that he agrees to act in the capacity of the registered agent of THE CENTER FOR SLEEP MEDICINE, INC., a Florida corporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 2th day of March, 2005.



Linda G. Tonks
Commission #DD271267
Expires: Dec 01, 2007
Bonded Thru
Atlantic Bonding Co., Inc

Notary Public

Name: Linda G. Tonks

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PALM BEACH COUNTY, FLORIDA