

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE _____

Service: Priority _____ Regular _____
One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

JAN 10 1995 BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>JW</u>	_____	_____	_____

WALK-IN 1-11 3:00
 Will Pick Up _____

RE: Warehouse 34, Inc.
 RECEIVED

25 JAN 11 PM 1:57

DIVISION OF CORPORATION	C.C. FEE.	DISBURSED
Capital Expenditure	_____	_____
Art. of Inc. Filn	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership Filn	_____	_____
Foreign Corp. Filn	_____	_____
Copy Copy(s)	_____	_____
Art. of Amendm.	_____	_____
Dissolution/Withdrawal	_____	_____
C U S-	_____	_____
Fictitious Name File	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	_____	_____
Vehicle Search	_____	_____
Driving Record	_____	_____
Document Retrieval	_____	_____
UCC 1 or 3 File	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s, Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	_____	_____
Phone ()	_____	_____
Top Priority	_____	_____
Express Mail Prop.	_____	_____
FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

200001376532
 01/11/95--01078--020
 ***\$122.50 ***\$122.50

RECEIVED
 JAN 11 PM 2:29
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
WAREHOUSE 34, INC.

FILED
95 JAN 11 PH 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be: WAREHOUSE 34, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the State of Florida and of the United States of America; except that it is not to conduct banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, or cemetery company, a building and loan association, mutual life insurance association, cooperative association, fraternal benefits society, state fair or exposition.

ARTICLE III - SHARES OF STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

1,000 shares @ no par value

ARTICLE IV - DURATION

The Corporation is to have perpetual existence, commencing upon the filing of these Articles with the Department of State.

ARTICLE V- REGISTERED OFFICE AND AGENTS AND PRINCIPAL OFFICE

The address of the Corporation's initial registered office and the name of its initial registered agent at such address are as follows: Gary D. Malfeld, Esquire, at 2600 Douglas Road, Suite 905, Coral Gables, Florida 33134. The initial address of the principal office: 12550 Biscayne Blvd., Suite 214, North Miami, Florida 33181.

ARTICLE VI - RESIDENT AGENT

Pursuant to the provisions of Section 48.091, Florida Statutes, the following is the designation of the Resident Agent on whom service of process may be made: Gary D. Malfeld, Esquire

ARTICLE VII - DIRECTORS

This Corporation shall have 3 director (s) initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the Members of the First Board of Directors who shall hold office until his successors are elected and qualified, is as follows:

NAME	ADDRESS
KENNETH W. GRAMS	2350 Magnolia Drive, N. Miami, Fl. 33181
ANTHONY P. CECIL	11960 N.E. 19th Drive, S-20, N. Miami, Fl.
STEVEN D. SMITH	130 Walker Street, Atlanta, Ga. 30313

ARTICLE IX - INCORPORATORS

The name (s) and address (es) of the person (s) signing these Articles of Incorporation as Incorporator (s) is:

NAME	ADDRESS
GARY D. MALFELD	13251 S.W. 68 Terr., Miami, Fl. 33183

ARTICLE X - AMENDMENT

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 them to the Stockholders, and approved at the Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - REGULATION OF BUSINESS

The following additional provisions are inserted for the

management of the business and for the conduct of the affairs of the corporation, and to create, define, limit, and regulate the powers of the corporation, and the shareholders:

A. If the by-laws of the corporation so provide, any meeting of the shareholders may be held either within or without the State of Florida and the books and records of the corporation may be kept at such place or places outside the State of Florida as may be designated, at any time, or from time to time, by the shareholders, unless otherwise provided by the laws of Florida.

B. No contract or other transaction between the Corporation and one or more of its shareholders are directors or officers, or are financially interested shall be either void or voidable because of such relationship or interest or because such shareholder or shareholders are present at the meeting which authorizes, approves, or ratifies such contract or transaction, or because his or their votes counted for such purpose if:

The fact of such relationship or interest is disclosed or known to the shareholders which authorize, approve or ratify the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested shareholders; or
The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the shareholders.

Such common or interested shareholders may be counted in determining the presence of a quorum at a meeting of the shareholders which authorizes, approves or ratifies such contract

or transaction.

C. The stock in the corporation is issued pursuant to the provisions of Section 1244 of the Internal Revenue Code.

D. In the event a certificate of stock is lost, stolen or destroyed, the corporation may issue a replacement certificate without requiring the surrender of the certificate for cancellation, provided that the shareholder in whose name the certificate was registered shall provide an affidavit setting forth the circumstances under which such certificate was lost, stolen or destroyed, and provided said shareholder agrees in writing to indemnify and hold the corporation harmless from and against any and all claims, actions, and suits, whether groundless or otherwise, and from and against any and all liabilities, losses, damages, costs, charges, counsel fees, and other expenses, of every nature and character, which the corporation at any time shall or may sustain or incur by reason of any claim or demand which may be made as a result of the issuance of such new certificate.

E. The corporation and the holders of a majority or more of the shares of the corporation shall have the power to enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the corporation or any part thereof. If at any time the holders of a majority or more of the shares of the corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of shares of the corporation or any part thereof to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out on

its part the terms of any such agreement and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement provided that a copy of such agreement be filed in the principal office of the corporation, and provided further that notice of the existence of such provision be noted conspicuously on the face or back of each and every certificate of shares subject to the terms and conditions of any such agreement.

F. The corporation reserves the right to amend, alter, change or repeal any or all of the provisions contained in these Articles of Incorporation, in the manner now or thereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE XII - PRE-EMPTIVE RIGHT

Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without issuances of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 10th day of January, 1995.

Gary D. Malfeld

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared,
Gary D. Malfeld , well known to me to be the person

who subscribed to these Articles of Incorporation, who, after being duly sworn, acknowledged before me that he/she executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

SWORN TO AND SUBSCRIBED before me, this 10 day of JAN of 1995.

Andrea M. Coy
NOTARY PUBLIC
Personally known to me

My Commission Expires:



ANDREA M COY
My Commission CC400481
Expires Sep. 28, 1998
Bonded by NFNU
800-224-6300

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
PERSON UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 607.034 Florida Statutes, the following
is submitted in compliance with said Act:

THAT WAREHOUSE 34, INC.-----
desiring to organize under the laws of the State of Florida has
named GARY D. MALFELD, whose office is located at 2600 Douglas
Road, Suite 905, Coral Gables, Florida 33134, as its agent to
accept service of process within the State.

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above
stated Corporation, at the place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping open said office.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at
Miami, Dade County, Florida, on this 10 day of
January, 1995.

By: Gary D. Malfeld
Resident Agent

FILED
05 JAN 11 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P9500002815

1201 HAYS STREET
TALLAHASSEE, FL 32301
(904) 224-0171
(1-800-339) X

000-344-0006



ACCOUNT NO. : 072100000032
REFERENCE : 657188 132254A
AUTHORIZATION :
COST LIMIT : \$

ORDER DATE : August 10, 1995

ORDER TIME : 10:24 AM

ORDER NO. : 657188

CUSTOMER NO: 132254A

CUSTOMER : Sue Thomas, Legal Asst
Bronstein Carlson Gleim &
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

File

FILED
95 AUG 10 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: MEN'S MEDICAL CENTERS, INC.

900001561069
-08/15/95--01101--011
****35.00 ****35.00

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS: _____

NC
KPB
8/10

ARTICLES OF AMENDMENT OF
MEN'S MEDICAL CENTERS, INC.

The undersigned corporation, in accordance with the Florida Business Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

1. The name of the corporation is Men's Medical Centers, Inc.
2. Article I of this corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE I
NAME

The name of this corporation is National Men's Medical, Inc."

3. This Amendment has been adopted by a majority of the holders of the only class of stock of the Corporation pursuant to resolution dated August 1, 1995, which vote is sufficient to approve the adoption of the Amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the corporation this 1st day of August, 1995.

MEN'S MEDICAL CENTERS, INC.


By: John D'Angelo, Chairman

FILED
95 AUG 10 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P9500002829

SMITH
130 WALKER ST S.W.
ATLANTA GA 30313

300001615173
-10/19/95--01047--003
++++35.00 +++++35.00

OFFICE USE ONLY

FILED
95 OCT 19 PM 3:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. _____ (Corporation Name) (Document #)
- 2. _____ (Corporation Name) (Document #)
- 3. _____ (Corporation Name) (Document #)
- 4. _____ (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

o/d reorg.

VS OCT 23 1995

Examiner's Initials

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

FILED
95 OCT 19 PM 3:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, STEVEN DAVID SMITH, hereby resign as ~~STOCKHOLDER~~ MEMBER-BOARD OF DIRECTOR
(Title)

of WAREHOUSE 34, INC.
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA

That the corporation has been notified in writing of the resignation.

Steven David Smith
(Signature of resigning officer/director)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314