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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32399
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FROM: EMPIRE CORPORATE KIT COMPANY
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02- 8-0000

NAME: COMPREHENSIVE MEDICAL PROFESSIONALS, INC.
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FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

February 22, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: COMPREHENSIVE MEDICAL PROFESSIONALS, INC.
REF: W95000004006

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Loria Poole
Corporate Specialist

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF

COMPREHENSIVE MEDICAL PROFESSIONALS, INC.

The undersigned, subscribers to these Articles of Incorporation, natural persons, competent to contract, and desiring to make and enter into the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, do herewith agree as follows:

1. The name by which this corporation shall be known, is:
COMPREHENSIVE MEDICAL PROFESSIONALS, INC.
2. This corporation shall have perpetual existence.
3. This corporation is organized for the following purposes:
 - a) To conduct, own, maintain, operate, and carry on a general surgical and medical equipment business, and to engage in such other activities as are incidental to or connected with the operation of such business.
 - b) To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real and personal property; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development,

PHILLIPS AND PHILLIPS, P.A.
WILLIAM PHILLIPS, ESQ.
14 N.E. 1st Avenue, Suite 908
Miami, FL 33132
(305) 371-3633
FLORIDA BAR NO. #63132

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and construction of land and businesses belonging to or to be acquired by this company, or any other person, firm or corporation.

c) This corporation shall also have those powers as enumerated by Section 607.0302 of Florida Statutes, as they now exist, together with any and all amendments, and/or changes to said section that may hereafter be enacted.

4. This corporation is authorized to issue One Thousand Shares of common stock without nominal or par value.

5. The amount of capital with which this corporation shall and does begin business with, is the sum of FIVE HUNDRED (\$500.00) - DOLLARS, all of which has been paid in.

6. Any of the shareholders of this corporation, upon the sale for cash, of any new stock of this corporation, of the same kind, class or series, as that now being held by such shareholders, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to any other purchasers.

7. The street address of the initial Registered Agent and principal office of this corporation is: 3726 N.W. 73rd Avenue, Fort Lauderdale, Florida 33319, and the name of the initial Registered Agent of this corporation at that address is: MARK A. MIGNOTT.

8. This corporation shall have two (2) directors initially; however, the number of directors may be increased or decreased

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from time to time by the by-laws of the corporation, but shall never be less than one (1). The names of the initial Directors of this corporation are as follows:

MARK A. HIGHOTT, IVAN HYPPOLITE, and ROBERT BUCKHAMMON
6585 Racquet Club Drive
Lauderhill, Florida 33319

9. The names and addresses of the Subscribers to these Articles of Incorporation are as follows:

MARK A. HIGHOTT, IVAN HYPPOLITE, and ROBERT BUCKHAMMON
6585 Racquet Club Drive
Lauderhill, Florida 33319


10. This corporation shall indemnify and save harmless any officer and/or director, or any former officer or director, to the full extent permitted by the law.


11. The powers to adopt, alter, amend or repeal any of the by-laws of this corporation shall be vested in the Board of Directors, and the corporation reserves the right to amend or repeal any of said provisions of the Articles of Incorporation, or any amendment thereto, and any right conversely conferred upon the Shareholder of this corporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscribers and Registered Agents have executed these Articles of Incorporation, this 21st day of February, 1995.

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IVAN HYPPOLITE,
Subscriber




MARK A. HIGHOTT, Subscriber
and Registered Agent


ROBERT BUCKHAMMON,
Subscriber

STATE OF FLORIDA }
COUNTY OF DADE } ss.

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TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 21st day of February, 1995, by MARK A. HIGHOTT, IVAN HYPPOLITE, and ROBERT BUCKHANNON are personally known to me, or who have produced Florida Drivers License, as identification, and who did take an oath.


Notary Public
 WILLIAM PHILLIPS
MY COMMISSION & CERTIFICATION EXPIRES
AUGUST 28, 1997
ARMED WITH THAT FOR BUSINESS, ETC.

My commission expires:

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

In pursuance of Chapter 687.6392, Florida Statutes, the following is submitted in compliance with said Act.

First-that **COMPREHENSIVE MEDICAL PROFESSIONALS, INC.** desiring to organize under the laws of the State of Florida, with its principal offices, as indicated in the Articles of incorporation, in the City of Miami, County of Dade, State of Florida, has named MARK A. HIGHOTT, located at 5585 Racquet Club Drive, Lauderdale, County of Broward, State of Florida, as its Agent to accept service of process within the State.

Having been named to accept service of process for the above stated corporation, at 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.


MARK A. HIGHOTT