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LAW OFFICES OF *Eric*
MAYER & SAUERBERG
THE FORUM - TOWER A
1675 PALM BEACH LAKES BOULEVARD
SUITE 700
WEST PALM BEACH, FLORIDA 33401

(407) 683-2484
Fax: (407) 684-3142

EARL E. MAYER, JR.*
ERIC M. SAUERBERG, P.A.
P. TODD KENNEDY, P.A.

* Federal Tax Counsel to the Firm
Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

SECRETARY OF STATE
-04719/95--01070--003
***175.00 ***122.50

April 18, 1995

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

FILED
95 APR 19 PM 1:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Consolidated Medical Management, Ltd. and
Admed, Inc.

Dear Sir or Madam:

Enclosed please find the following:

1. Two (2) original Certificate of Limited Partnership and Affidavit of Capital Contribution forms for Consolidated Medical Management, Ltd.
2. Two (2) original Articles of Incorporation and Registered Agent forms for Admed, Inc.

One (1) original set of both documents is to be filed in your office and the other original set is to be certified and returned to this office.

Also enclosed is our client's check in the amount of \$175.00 along with our firm's check in the amount of \$35.00 to cover the filing fees of \$122.50 for the Articles of Incorporation and \$87.50 for the Certificate of Limited Partnership.

B. REGISTER APR 24 1995

ARTICLES OF INCORPORATION
OF
ADMED, INC.

FILED
95 APR 19 PM 1:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopt the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is ADMED, INC.

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 10168 W. Sample Road, Coral Springs, Florida 33065, and the name of the initial Registered Agent at that address is GEORGE A. LAQUIS, M.D.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

Name

GEORGE A. LAQUIS, M.D.

Address

10168 W. Sample Road
Coral Springs, Florida 33065

ARTICLE SEVEN

7.01 One (1) director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the member of the first Board of Directors is:

Name**Address**

GEORGE A. LAQUIS, M.D.

10168 W. Sample Road
Coral Springs, Florida 33065**ARTICLE EIGHT**

8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

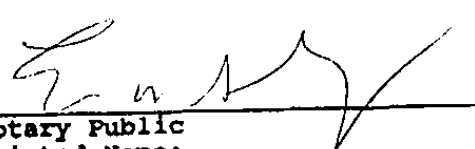
ARTICLE NINE

9.01 The effective date of this corporation shall be the date upon which these Articles of Incorporation are filed with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 6th day of April, 1995.

By: GEORGE A. LAQUIS, M.D.,
IncorporatorSTATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 6th day of April, 1995 by GEORGE A. LAQUIS, M.D., who is personally known to me or who produced the identification indicated above his signature, and who did () or did not () take an oath.

ERIC M SAUERBERG
My Commission CC438608
Expires Feb. 14, 1999
Bonded by HAI
800-422-1555
Notary Public
Printed Name:
My Commission Expires:
My Commission Number:

**CERTIFICATE 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:

First, that ADMED, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 10168 W. Sample Road, Coral Springs, Florida 33065.

Second, named GEORGE A. LAQUIS, M.D. located at 10168 W. Sample Road, Coral Springs, Florida 33065, as its Agent to accept service of process within Florida.


GEORGE A. LAQUIS, M.D.,
Incorporator

DATE: April 6, 1995

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 provisions of all Statutes relative to the proper and complete performance of my duties.


GEORGE A. LAQUIS, M.D.
Registered Agent

DATE: April 6, 1995

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FILED
95 APR 19 PM 4:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA