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4/24/93

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST BAINES STREET

MIAMI FL 33136-2890

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MEDICAL SERVICES GROUP OF FLORIDA INC.

FAX AUDIT NUMBER: H95000004338

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7454-19500

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FLORIDA DEPARTMENT OF STATE
Sandra B. Murrinhm
Secretary of State

April 24, 1995

ACE INDUSTRIES INC.

MIAMI, FL

Specialty Associates of Florida, Inc.

SUBJECT: MEDICAL SERVICES GROUP OF FLORIDA, INC.
REF: W95000006743

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

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

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Loris Poole
Corporate Specialist

PAX Aud. #: W95000004558
Letter Number: 595A00019277

H95-4558

ARTICLES OF INCORPORATION

of MEDICAL SPECIALTY GROUP OF FLORIDA, INC.

a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.

Article 1: Name of the Corporation: MEDICAL SPECIALTY GROUP OF FLORIDA,Address of the Corporation: 15031 S.W. 42nd TERRACE
MIAMI, FLORIDA 33185

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100PAR VALUE \$.01 (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:

3663 S.W. 8th STREET #210 MIAMI, FLORIDA 33135and the name of the initial registered agent at such address is MARCOS A. GUERRA

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Signature of Registered Agent

Date

Article 6: The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. FELIPA N. RODRIGUEZ 15031 S.W. 42nd TERRACE MIAMI, FLORIDA 33185

Article 7: The Name and address of the incorporator is:

FELIPA N. RODRIGUEZ 15031 S.W. 42nd TERRACE MIAMI, FLORIDA 33185

In witness whereof I have subscribed my name

Signature of Incorporator

FELIPA N. RODRIGUEZ

H95-4558
ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33138
305-350-2571

LAW OFFICES
GLASSBERG & GLASSBERG, P.A.

1450 MADRUGA AVENUE
SUITE 302
CORAL GABLES, FLORIDA 33146

DAVID M. GLASSBERG
LORETTA GLASSBERG
DAVID L. SACKS

OF COUNSEL:
JOHN M. WINSTON
ROCKY WINSTON
JUNE TUCKER
GARRY SCHWARTZ

P95000032327

(305) 669-9535
FAX (305) 669-0904

December 21, 1995

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

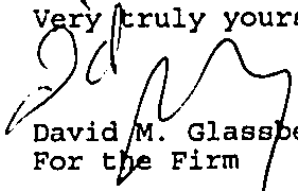
RE: MEDICAL SPECIALTY GROUP OF FLORIDA, INC.

Gentlemen:

Enclosed please find two (2) copies of the Articles of Amendment of MEDICAL SPECIALTY GROUP OF FLORIDA, INC. Also, enclosed please find our check in the amount of thirty-five (\$35.00) dollars made payable to the Secretary of State for filing fees of the above mentioned amendment.

Should you have any questions with regard to the enclosed, please do not hesitate to contact the undersigned at (305) 669-9535.

Very truly yours,


David M. Glassberg
For the Firm

DMG/lr
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Amend
TLL JAN 8 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 DEC 26 PM 1995

ARTICLES OF AMENDMENT
OF
MEDICAL SPECIALTY GROUP OF FLORIDA, INC.

FILED
SECRETARY
OF COMMERCE
35 DEC 26 PM 3:45

Pursuant to Florida Statutes, the following is submitted:

1. The name of this organization is:

MEDICAL SPECIALTY GROUP OF FLORIDA, INC.

2. The Articles of Incorporation are amended by striking Article VI in its entirety and inserting in place thereof the following:

ARTICLE VI

The number of directors constituting the Board of Directors shall be one (1). The name and street address of the sole member of the Board of Directors is:

Alfred Taule
4350 Sheridan Street
Suite 201-A
Hollywood, FL 33021

The number of Directors may be increased or diminished from time to time by Bylaws adopted by either the Shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida.

The Board of Directors hereby elects ALFRED TAULE to serve as President, Secretary and Treasurer, until his successor is elected and qualified or until his earlier death, resignation or removal from office.

3. The foregoing amendment was adopted by a unanimous vote of the members of the Board of Directors present at the Board of Directors meeting, pursuant to Florida Statutes, on the 14th day of November, 1995.

4. The foregoing amendment was adopted by a unanimous vote of the Stockholders present at the Board of Directors meeting, pursuant to Florida Statutes, on the 14th day of November, 1995.

5. There are no other Stockholders or Directors entitled to vote on this amendment.

IN WITNESS WHEREOF, the undersigned, being the sole Director, President, Secretary and sole Stockholder of this Corporation has executed these Articles of Amendment this 14th day of November, 1995.

Alfred Taule
ALFRED TAULE, President, Secretary,
Sole Director and Stockholder

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me the day and year last above written by ALFRED TAULE, the sole Director, President, Secretary and sole Stockholder of the above-named Florida corporation, on behalf of the corporation.

[Signature]
Notary Public, State of Florida

My Commission expires:

c:\corp\medical.amd

