

GEORGE I. SANCHEZ, P.A.
Attorney At Law

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May, 4, 1995

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

**RE: Enclosed Articles of Incorporation for Surgicare
Medical Systems, Inc.**

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and check in the amount of \$122.50 for filing and providing a certified copy to the undersigned.

Please forward the certified copy of the registered articles to the address on the bottom of this letterhead.

Thank you very much for your cooperation in this matter.

Very Truly Yours,


George I. Sanchez

GIS/ga
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Law Office: 3446 East Lake Rd., Suite 214, Palm Harbor, FL 34685
Telephone: (813) 789-2222 Fax: (813) 787-2001

chad-corp.ltr

**ARTICLES OF INCORPORATION
OF
SURGICARE MEDICAL SYSTEMS, INC.**

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation under and by virtue of the laws of the State of Florida pertaining to the Florida Business Corporation Act, under the following proposed charter:

ARTICLE I - NAME/ADDRESS

The name of this corporation shall be **Surgicare Medical Systems, Inc.**, and it's business shall be carried on in the State of Florida and such other states and foreign countries as may be agreed upon, and it's principal place of business shall be 3781 Winners Cir., Palm Harbor, Florida 34684 or such other place as from time to time is designated.

ARTICLE II - PURPOSE

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida. This corporation's primary business shall be the sale and distribution of Bio-medical surgical equipment throughout Florida, the United States and Internationally or any other act or thing incidental or pertinent to or growing out of or connected with the aforesaid purpose. And in addition, to engage in any other business or businesses permitted under the laws of the United States and the State of Florida.

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ARTICLE III - CAPITAL STOCK

The total number of shares that may be issued by the corporation is 500 shares of common shares, with a par value of one dollar per share, which shares may be issued in fractional shares and may be in whole or in part cancelled and reissued at any time in compliance with the By-Laws of this corporation. Said shares shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

ARTICLE IV - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE V - OFFICERS AND DIRECTORS

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than two members who shall be elected annually by the shareholders of the corporation at such time and place as may be fixed by the By-Laws, Shareholder's Agreement, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The names and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

Chaddick M. Bartee, President/Secretary/treasurer
3781 Winners Cir.
Palm Harbor, Florida 34685

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ARTICLE VI - INCORPORATORS

The names and addresses of the incorporators to these Articles and the number of shares of common shares which each agrees to take is as follows:

Name and Address	Number of Shares	Value
Chaddick M. Bartee 3781 Winners Cir. Palm Harbor, Florida 3468430	500	\$500.00

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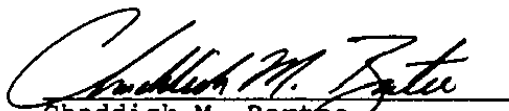
ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders in accordance with the Shareholders Agreement.

ARTICLE VIII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital shares herein above named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares herein above, and set my hand and seal this ___th day of May, 1995.

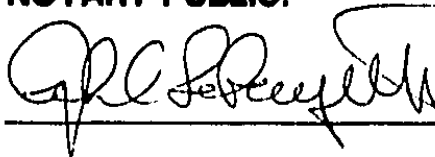

Chaddick M. Bartee

STATE OF FLORIDA)
COUNTY OF PINELLAS)

4 The foregoing instrument was acknowledged before me this
th day of May, 1995, by Chaddick M. Bartee, who personally
appeared before me at the time of notarization, and who is
personally known to me or who has produced a Florida Drivers
License as identification and who did not take an oath.

NOTARY PUBLIC:

Sign:



JOHN O. LAFAYETTE
MY COMMISSION # CC265702 EXPIRES
February 16, 1997
BONDED THIRD PARTY INSURANCE, INC.

Print:

State of Florida at Large

(Seal)

My Commission Expires:

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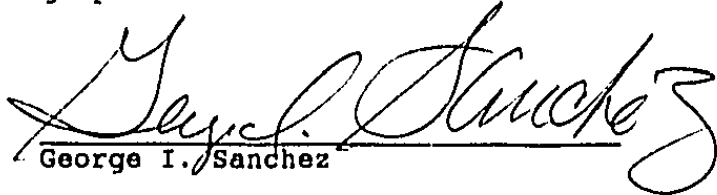
CERTIFICATE OF DESIGNATION

Pursuant to Florida Statutes, the following is submitted
in compliance with said act:

That Surgicare Medical Systems, Inc., desiring to
organize under the laws of the State of Florida with its
principal office as indicated in the foregoing Articles of
Incorporation in the City of Safety Harbor, County of
Pinellas, State of Florida, have named **George I. Sanchez,**
Esq., 3446 East Lake Rd., Suite 214, City of Palm Harbor,
County of Pinellas, State of Florida as its registered agent
to accept service of process within this State.

ACCEPTANCE

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


George I. Sanchez

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