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ACCOUNT NO. : 072100000032

REFERENCE : 598806 10302B

AUTHORIZATION :

Patricia Piquet

COST LIMIT : \$ 122.50

ORDER DATE : May 15, 1995

ORDER TIME : 9:53 AM

ORDER NO. : 598806

400001487254

CUSTOMER NO: 10302B

CUSTOMER: Joseph Wasch, Esq
RX MEDICAL SERVICES CORP.

Third Floor
888 E. Las Olas Boulevard
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: MOHEGAN RIDGE ASSOCIATES, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

T. BROWN MAY 15 1995

FILED
95 MAY 15 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MOHEGAN RIDGE ASSOCIATES, INC.

FILED
95 MAY 15 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be:

MOHEGAN RIDGE ASSOCIATES, INC.

ARTICLE II
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 23032B Island View Drive, Boca Raton, Florida 33433. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III
PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 1,000,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

(a) Par value shall be \$0.001 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

**ARTICLE V
TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE VI
INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent of this corporation is Joseph C. Wasch. The street address of the initial registered agent of this corporation is 888 East Las Olas Boulevard, Third Floor, Fort Lauderdale, Florida 33301.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director(s) initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1). The name(s) and address(es) of the initial director(s) of this corporation is/are:

Joseph C. Wasch
888 East Las Olas Boulevard
Third Floor
Fort Lauderdale, Florida 33301

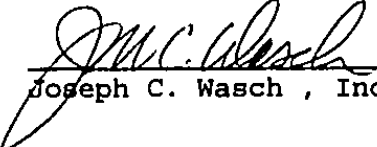
**ARTICLE VIII
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

**ARTICLE IX
INCORPORATOR**

The name and street address of the person signing these Articles is Joseph C. Wasch, 888 East Las Olas Boulevard, Third Floor, Fort Lauderdale, Florida 33301.

The undersigned has executed these Articles of Incorporation this 12th day of May, 1995.

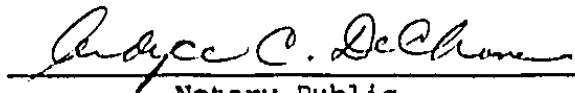


Joseph C. Wasch, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Joseph C. Wasch, who is personally known to me or who has produced license as identification and who did (did not) take an oath, the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

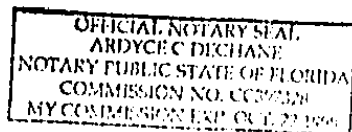
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on May 12, 1995.



Notary Public

My Commission Expires:

State of Florida at Large



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 MAY 15 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

MOHEGAN RIDGE ASSOCIATES, INC.

2. The name and address of the registered agent and office is:
Joseph C. Wasch, 888 East Las Olas Boulevard, Third Floor,
Fort Lauderdale, Florida 33301.

Dated: May 12, 1995


Joseph C. Wasch, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: May 12, 1995


Joseph C. Wasch, Registered Agent

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