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NAME: QES MEDICAL SERVICES, INC.

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**ARTICLES OF INCORPORATION
OF
QES MEDICAL SERVICES, INC.**

THE UNDERSIGNED incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the corporation is QES MEDICAL SERVICES, INC. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: 7172 N.W. 12th Street, Miami, Florida 33126.
- THIRD:** The Corporation is authorized to issue 5,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Stroock & Stroock & Lavan, 200 South Biscayne Boulevard, 33rd Floor, Miami, Florida 33131-2385, and the registered agent at that address is Arnold D. Shevin, Esq.
- FIFTH:** The name and address of the incorporator of the Corporation is: Russell Silverman, 7172 N.W. 12th Street, Miami, Florida 33126.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of the Corporation is: Russell Silverman, 7172 N.W. 12th Street, Miami, Florida 33126.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

PREPARED BY:
JONATHAN E. MINSKER, ESQ.
Florida Bar #0038120
STROOCK & STROOCK & LAVAN
3300 First Union Financial Center
Miami, Florida 33131
(305) 789-9377

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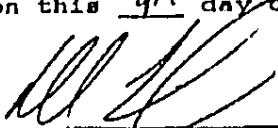
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TENTH: The corporate existence of the Corporation shall commence on August 9, 1995.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of August, 1995.



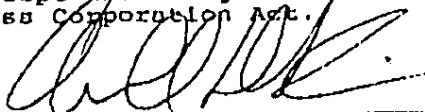
Russell Silverman, Incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent
contained in the foregoing Articles of Incorporation and state
that I am familiar with and accept the obligations of Section
607.0505 of the Florida Business Corporation Act.



Arnold D. Shevin, Esq.

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