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((H95000009412))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR F.A.
NAME: DOUGLAS MEDICAL EVALUATIONS, INC.
FAX AUDIT NUMBER: H95000009412 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/24/1995 TIME REQUESTED: 16:49:01
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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20:08 JAN 25 1995
TALLAHASSEE, FL

JAN-02-1900 03:29 FROM

TO

1904922-0000 P.02

PREPARED BY:

M. BARBARA AMARO, ESQ.
LAW OFFICES OF MARK ALAN LEVINE
2000 S. DIXIE HIGHWAY, STE. 102
MIAMI, FL 33133
PH: (305)854-3300
FLORIDA BAR NO. 611298

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
DOUGLAS MEDICAL EVALUATIONS, INC.

ARTICLE I

The name of this corporation is:

DOUGLAS MEDICAL EVALUATIONS, INC.

ARTICLE II

This corporation is organized for any and all lawful businesses for which a corporation may be incorporated under the Florida General Corporation, Act, Chapter 607, Florida Statutes.

ARTICLE III

This corporation is authorized to issue fifty (50) shares of no par value common stock.

ARTICLE IV

Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, services, in payment of corporate debts or otherwise shall have the right to purchase one's proportionate share thereof.

ARTICLE V

The street address of the initial registered office of this corporation is: 2000 S. Dixie Hwy., Suite 102, Miami, Florida 33133 and the name of the initial registered agent of this corporation at that address is: M. BARBARA AMARO, which agent, pursuant to Section 48.091, Florida Statutes, shall accept service of process within this State.

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ARTICLE VI

This corporation shall have two directors. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the Bylaws. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
MARIA DEL CARMEN NIN	2000 S. Dixie Highway, Ste. 218 Miami, FL 33133
MARILYN RODRIGUEZ	2000 S. Dixie Highway, Ste. 218 Miami, FL 33133

This corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of that person having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by that person as such director or officer, and shall reimburse each such person for all expenses (including attorney's fees), reasonably incurred by that person in connection with any such claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his or her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that one of such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction with like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

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ARTICLE VII

The name and address of the person signing these Articles of Incorporation is:

MARIA DEL CARMEN NIN

2000 S. Dixie Highway, Ste. 218
Miami, FL 33133

ARTICLE VIII

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and Board of Directors.

ARTICLE IX

That the subscribers to stock shall be as follows:

50% MARIA DEL CARMEN NIN
50% MARILYN RODRIGUEZ

ARTICLE X

The principal place of business is: 2000 S. Dixie Highway, Suite 218, Miami, FL 33133

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, this 24th day of August, 1995.

Maria del C. Nin
MARIA DEL CARMEN NIN

STATE OF FLORIDA)

SS:

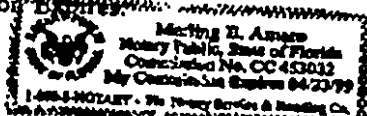
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of Florida, County of Dade, to take acknowledgements, personally appeared WOODY GRABER, to me known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above-named this 24th day of August, 1995.

Marilyn Blum
NOTARY PUBLIC

My Commission Expires



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JAN-02-1908 03:30 FROM

TO

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The undersigned, having been named to accept service of process for the above corporation at the place designated in Article V hereof, hereby accepts such agency and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.


M. BARBARA AMARO

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95 AUG 25 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TOTAL P.05