

P95000068213

ARROYO & ARROYO, P.A.
ATTORNEYS AT LAW

1900 SOUTH HARBOR CITY BOULEVARD
SUITE 328
MELBOURNE, FLORIDA 32901

MELBOURNE NUMBERS
TEL 407-242-8656
FAX 407-242-7081

FWDE COUNTY NUMBERS
TEL 305-252-9393
FAX 305-253-1418

August 30, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
P.O.Box 6327
Tallahassee, Florida 32314

RECEIVED
SEP 1 1995
TALLAHASSEE, FLORIDA

Re: MEDICAL SERVICES GROUP INTERNATIONAL, INC.

Dear Sir/ Madam:

We enclose the articles of incorporation of the above-referenced corporation, along with a check in the amount of \$122.50, which we ask that you file as soon as possible. Please return a certified copy of the articles and the corporate charter to the address contained in the letterhead.

Thank you for your assistance in this regard.

Very truly yours,

Enrique Arroyo
ENRIQUE ARROYO

P95000068213

FILED
SEP 1 1995
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MEDICAL SERVICES GROUP INTERNATIONAL, INC.

FILED
95 SEP -1 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: MEDICAL SERVICES GROUP INTERNATIONAL, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and this state.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of Common Stock with a par value of \$1.00 per share.

All of the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$500.00)

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INITIAL STREET ADDRESS

The initial street address of the principal office of this corporation is: 12721 Dunhill Drive, Tampa, Florida 33624.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the Bylaws. Directors need not be stockholders.

In order to induce officers or directors of the corporation to serve or continue to serve as such, the 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 his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be

adjudged that such officer or director is liable for gross negligence or wilful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he 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 other 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 he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be presented 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 there to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

Mr. Angel E. Cintron, 12721 Dunhill Drive, Tampa, Florida 33624

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

Mr. Angel E. Cintron, 12721 Dunhill Drive, Tampa, Florida 33624

ARTICLE X - BYLAWS

The power to adopt, alter amend or repeal bylaws shall be vested in the stockholders.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of stockholders may be called by a majority of the stockholders.

ARTICLE XII - STOCKHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Stockholder's Meeting by the majority of the stock entitled to vote thereon.

ARTICLE XIV - DATE OF COMMENCEMENT
OF CORPORATE EXISTENCE

The date of commencement of corporate existence of this corporation shall be upon filing hereof in the Office of the Secretary of State.

IN WITNESS WHEREOF, the Subscriber of these Articles of Incorporation has hereunto set his hand and seal this 6th day of August, 1995.


ANGEL E. CINTRON


STATE OF FLORIDA)

) ss.

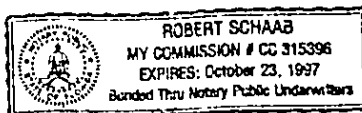
COUNTY OF DADE) *Hickory*

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared ANGEL E. CINTRON, to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 23 day of August 1995.


Notary Public, State of Florida

My Commission Expires:



C E R T I F I C A T E

DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, REGISTERED OFFICE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That MEDICAL SERVICES GROUP INTERNATIONAL, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of TAMPA, County of Hillsborough, State of Florida, has named Angel E. Cintron, located at Suite 300, 8875 Hidden River Parkway, Tampa, County of Hillsborough, State of Florida 33637, as its agent to accept service of process within this state.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept the appointment, agree to act in this capacity, am familiar with, and hereby accept the duties and responsibilities of registered agent for said corporation.

By: 

ANGEL E. CINTRON
(Resident Agent)

FILED
25 SEP -1 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000068213

MANAGEMENT SERVICES GROUP INTERNATIONAL, INC.
8875 HIDDEN RIVER PKWY. - STE. 300
TAMPA, FLORIDA 33637

FILED
NOV 25 AM 10:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOVEMBER 21, 1996

FLORIDA DEPARTMENT OF STATE
CORPORATE RECORDS
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

000002014880--5
-11/26/96--01138--006
*****35.00 *****35.00

DEAR SIR/MADAM:

Enclosed please find the original and a copy of the Amendment of Articles of Incorporation MANAGEMENT SERVICES GROUP INTERNATIONAL, INC.

Also find enclosed a check payable to the Secretary of State in the amount of \$35.00 which includes filing fees.

Sincerely,

MANAGEMENT SERVICES GROUP INTERNATIONAL, INC.


Angel E. Cintron
President

No Copy attached

VS DEC 6 1996

Amend. & N/c

ARTICLES
OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
MEDICAL SERVICES GROUP INTERNATIONAL, INC.

FILED
96 NOV 25 AM 10:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

A special meeting of the Shareholders of MEDICAL SERVICES GROUP INTERNATIONAL, INC. was held at the hour of 2:00 PM, on the day of November 18, 1996, at the office of the Corporation located at Tampa, Florida.

The President and the Vice President of the corporation acted, respectively, as chairperson and secretary of the meeting.

The chairperson called the meeting to order and the secretary called the roll of shareholders entitled to vote.

Those present were the following constituting all of the shareholders of the corporation entitled to vote:

Angel E. Cintron
Jose S. Ramos

There being present at the meeting of shareholders of record holding all of the shares of common stock of the corporation issued and outstanding which have voting power, the chairperson declared

that a quorum was present and that the meeting was duly opened for business.

NOW THEREFORE, pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation are amended by the undersigned as follows:

FIRST: To change the Corporate

Name of Article I - The Name of all corporation shall be:

MANAGEMENT SERVICES GROUP INTERNATIONAL, INC.

SECOND: Article III is Amended to read as follows:

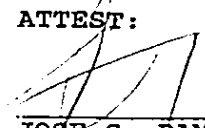
Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100,000 shares of Preferred Stock each share having one dollar par value. The Preferred shares shall have no voting rights. They may be redeemed at any time by the corporation for their par value plus accumulated dividends. They shall not be traded on the open market.

IN WITNESS WHEREOF, we the undersigned have executed these Articles of Amendment on November 18, 1996.


ANGEL E. CINTRON - CHAIRMAN

ATTEST:


JOSE S. RAMOS
SECRETARY

P9500068213

GLOBAL MARKETING & MANAGEMENT, INC.

7402 N. 56TH ST. STE. 906
TAMPA, FLORIDA 33617

MAY 5, 1997

FLORIDA DEPARTMENT OF STATE
CORPORATE RECORDS
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

97 MAY -9 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEAR SIR/MADAM:

Enclosed please find the original and a copy of the Amendment of Articles of Incorporation GLOBAL MARKETING & MANAGEMENT, INC.

Also find enclosed a check payable to the Secretary of State in the amount of \$35.00 which includes filing fees.

Sincerely,

GLOBAL MARKETING & MANAGEMENT, INC.


Eric E. Matos

Vice President & Secretary of the Board

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*****35.00 *****35.00

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KRA 5-14

ARTICLES
OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
MANAGEMENT SERVICES GROUP INTERNATIONAL, INC.

411.60
91 MAY -9 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A special meeting of the Shareholders of MANagements SERVICES GROUP INTERNATIONAL, INC. was held at the hour of 2:00 PM, on the day of May 02, 1997, at the office of the Corporation located at Tampa, Florida.

The President and the Secretary of the corporation acted, respectively, as chairperson and secretary of the meeting.

The chairperson called the meeting to order and the secretary called the roll of shareholders entitled to vote.

Those present were the following constituting all of the shareholders of the corporation entitled to vote:

ANGEL E. CINTRON ERIC E. MATOS JOSE S. RAMOS

There being present at the meeting of shareholders of record holding all of the shares of common stock of the corporation issued and outstanding which have voting power, the chairperson declared that a quorum was present and that the meeting was duly opened for business.

NOW THEREFORE, pursuant to the provisions of Section 607.1006, the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: To change the Corporation:

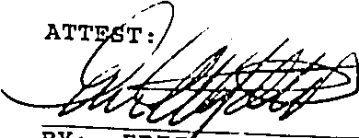
To change the corporate name of Article I- Name of all corporations shall be:

GLOBAL MARKETING & MANAGEMENT, INC.

IN WITNESS WHEREOF, we the undersigned have executed these Articles of Amendment on May 02, 1997.


By: ANGEL E. CINTRON - CHAIRMAN
OF BOARD OF DIRECTOS

ATTEST:


By: ERIC E. MATOS - SECRETARY
OF THE BOARD OF DIRECTORS

GLOBAL MARKETING & MANAGEMENT, INC.
10317 Carrollcove Place
Tampa, Florida 33612

October 10, 1997

P95000068213

FLORIDA DEPARTMENT OF STATE
CORPORATE RECORDS
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

Dear Sir/Madam:

Enclosed please find the original and a copy of the Amendment of Articles of Incorporation
GLOBAL MARKETING & MANAGEMENT, INC.

Also find enclosed a check payable to the Secretary of State in the amount of \$35.00 which
includes filing fees.

Sincerely,

GLOBAL MARKETING & MANAGEMENT, INC.


Angel E. Chitron
President & C.E.O.

500002321485--6
-10/16/97--01016--013
*****35.00 *****35.00

RECEIVED
SECRETARY OF STATE
OCT 16 1997

ARTICLES
OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

GLOBAL MARKETING & MANAGEMENT, INC.

A special meeting of the Shareholders of GLOBAL MARKETING & MANAGEMENT, INC. was held at the hour of 2:00 PM, on the day of October 10, 1997, at the office of the Corporation located at Tampa, Florida.

The president and the Secretary of the corporation acted, respectively, as chairperson and secretary of the meeting.

The chairperson called the meeting to order and the secretary called the roll of shareholders entitled to vote.

Those present were the following constituting all of the shareholders of the corporation entitled to vote:

Angel E. Cintron Eric E. Matos Jorge Ramirez

There being present at the meeting of shareholders of record holding all of the shares of common stock of the corporation issued and outstanding which have voting power, the chairperson declared that a quorum was present and that the meeting was duly opened for business.

NOW THEREFORE, pursuant to the provisions of Section 607.1006, the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: To Change: ARTICLE V - STOCK CERTIFICATES

The corporate is authorized to issue 7,500 shares (common) of ONE Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares".

1. The sum of the value of all of the Capital Stock of the corporation that have been Issued shall be the stated capital of the corporation at any particular time.
2. The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.
3. If any of the Shareholders decides to sell it's own shares; the corporation shall have the first right to buy back the shares and hold as Treasury Stock; the second right will be to the holders of the outstanding Capital Stock in proportion to their existing holding of shares; if any existing shareholder does not exercise its preferential purchase rights shall accrue to the other shareholders in proportion to existing holdings of shares. The purchase price of shares acquired under these preferential purchase rights shall be at Market value.

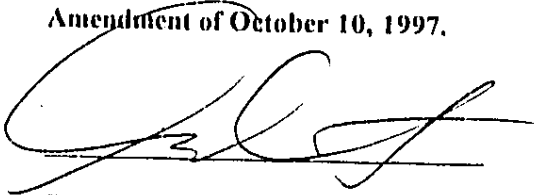
SECOND: To Add: ARTICLE XIV - SHAREHOLDER POWER

1. A affirmative vote of three-fourths of the shares of the corporation shall be required for any shareholders action.
2. The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholder meeting, with not less than a three-fourths vote of the common stock.
3. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or service, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued. Unexercised rights shall accrue to other existing shareholders pursuant to the procedure set in Article IV, Section 3 of this documents.

THIRD: To Add: ARTICLES XV - CUMULATIVE VOTING RIGHTS

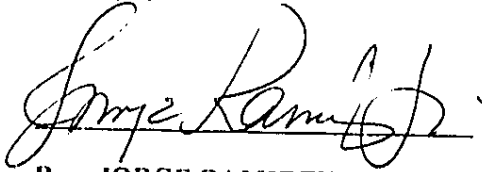
The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notices must be given in writing by any shareholder to the President or any Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that said shareholder intends to cumulatively his or her shares at said election.

IN WITNESS WHEREOF, we the undersigned have executed these Articles of
Amendment of October 10, 1997.



By: ANGEL E. CINTRON - Chairman
of the Board of Directors

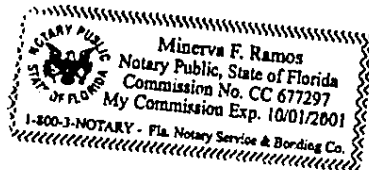
ATTEST:



By: JORGE RAMIREZ - Secretary
of the Board of Directors

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

SWORN AND SUBSCRIBED THIS 10th day of October, 1997.


MINERVA F. RAMOS

GLOBAL MARKETING & MANAGEMENT, INC.
10317 Carrollcove Place
Tampa, Florida 33612

P95000068213

October 10, 1997

FLORIDA DEPARTMENT OF STATE
CORPORATE RECORDS
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314


Dear Sir/Madam:

Enclosed please find the original and a copy of the Amendment of Articles of Incorporation
GLOBAL MARKETING & MANAGEMENT, INC.

Also find enclosed a check payable to the Secretary of State in the amount of \$35.00 which
includes filing fees.

Sincerely,

GLOBAL MARKETING & MANAGEMENT, INC.


Angel E. Gastrow
President & C.E.O.

500002321485--6
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*****35.00 *****35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 16 AM 7:45

Amend
10-20-97
CC

**ARTICLES
OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF**

GLOBAL MARKETING & MANAGEMENT, INC.

A special meeting of the Shareholders of GLOBAL MARKETING & MANAGEMENT, INC. was held at the hour of 2:00 PM, on the day of October 10, 1997, at the office of the Corporation located at Tampa, Florida.

The president and the Secretary of the corporation acted, respectively, as chairperson and secretary of the meeting.

The chairperson called the meeting to order and the secretary called the roll of shareholders entitled to vote.

Those present were the following constituting all of the shareholders of the corporation entitled to vote:

Angel E. Cintron Eric E. Mates Jorge Ramirez

There being present at the meeting of shareholders of record holding all of the shares of common stock of the corporation issued and outstanding which have voting power, the chairperson declared that a quorum was present and that the meeting was duly opened for business.

FILED
STATE
SECRETARY OF CORPORATION
DIVISION
97 OCT 15 PM 7:45

NOW THEREFORE, pursuant to the provisions of Section 607.1006, the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: To Change: ARTICLE V - STOCK CERTIFICATES

The corporate is authorized to issue 7,500 shares (common) of ONE Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares".

1. The sum of the value of all of the Capital Stock of the corporation that have been Issued shall be the stated capital of the corporation at any particular time.
2. The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.
3. If any of the Shareholders decides to sell it's own shares; the corporation shall have the first right to buy back the shares and hold as Treasury Stock; the second right will be to the holders of the outstanding Capital Stock in proportion to their existing holding of shares; if any existing shareholder does not exercise its preferential purchase rights shall accrue to the other shareholders in proportion to existing holdings of shares. The purchase price of shares acquired under these preferential purchase rights shall be at Market value.

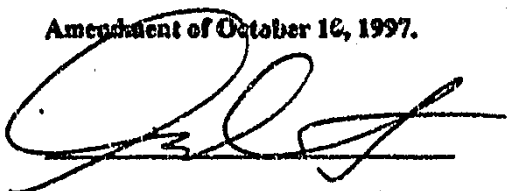
SECOND: To Add: ARTICLE XIV - SHAREHOLDER POWER

1. A affirmative vote of three-fourths of the shares of the corporation shall be required for any shareholders action.
2. The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholder meeting, with not less than a three-fourths vote of the common stock.
3. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or service, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued. Unexercised rights shall accrue to other existing shareholders pursuant to the procedure set in Article IV, Section 3 of this documents.

THIRD: To Add: ARTICLES XV - CUMULATIVE VOTING RIGHTS

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notices must be given in writing by any shareholder to the President or any Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that said shareholder intends to cumulatively his or her shares at said election.

IN WITNESS WHEREOF, we the undersigned have executed these Articles of
Amendment of October 10, 1997.



By: ANGEL E. CINTRON - Chairman
of the Board of Directors

ATTEST:



By: JORGE RAMIREZ - Secretary
of the Board of Directors

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

SWORN AND SUBSCRIBED THIS 10th day of October, 1997.



MIRVA F. RAMO

