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GEORGE W. PHILLIPS, P. A.

ATTORNEY AT LAW
14502 N. DALE MADRY, SUITE 200
TAMPA, FL 33618

TELEPHONE (813) 265-2119
FAX (813) 265-2501

December 8, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

1000016580031
-12/11/95--01072--0008
****122.50 ****122.50

Re: Transmedica, Inc.

Gentlemen:

Enclosed please find original and executed copy of Articles of Incorporation for Transmedica, Inc. along with my check in the amount of \$122.50. Please register this corporation and return a certified copy of the Articles of Incorporation to me.

Very truly yours,

George W. Phillips
George W. Phillips

GWP/kw

Enclosures

W95-24322
789, 50x, 1671

FILED
56 JAN -5 PM 2:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 1/5/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

December 13, 1995

GEORGE W. PHILLIPS, ESQUIRE
14502 N DALE MABRY SUITE 200
TAMPA, FL 33618

SUBJECT: TRANSMEDICA, INC.
Ref. Number: W95000024322

We have received your document for TRANSMEDICA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 895A00053979

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

December 28, 1995

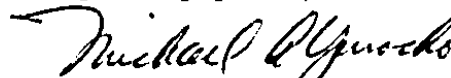
Garrett Blanton
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Transmedica, Inc.

Dear Mr. Blanton:

I am aware of the existence of Transmedico Corporation. I have no objection to the similarity in names and request that you register Transmedica, Inc.

Very truly yours,



Michael A. Yurocko

MAY/kw

FILED

96 JAN -5 PM 2:15

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
TRANSMEDICA, INC.

The undersigned subscriber, a natural person competent to contract, for the purpose of forming a corporation, under the laws of the State of Florida, adopt of the following Articles of Incorporation for such corporation.

ARTICLE I

NAME: The name of the proposed corporation is TRANSMEDICA, INC.

ARTICLE II

NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida, and any and all acts or statutes amendatory thereof supplemental thereto.

ARTICLE III

CAPITAL STOCK: The total number of shares of stock which the corporation shall have the authority to issue is 100 shares of common stock at a par value of \$100.00 per share. Stock may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors. Each share of common stock shall represent one (1) vote.

Upon dissolution or liquidation of the corporation, the holders of stock shall be entitled to distribution ratably as their holding may appear upon the stock record of the corporation.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which the corporation will begin business is \$500.

ARTICLE V

TERM OF EXISTENCE: This corporation is to exist perpetually.

ARTICLE VI

ADDRESS: The initial address of the principal office of the proposed corporation in the State of Florida is 14502 N. Dale Mabry, Suite 200, Tampa, Florida 33618.

ARTICLE VII

DIRECTORS: The number of Directors of this corporation shall not be less than one or more than three.

ARTICLE VIII

ADDRESS OF DIRECTOR: The name of the initial or first director and street address of this corporation who is subject to the provisions of this certificate of corporation by By-Laws of this corporation and the general laws of the State of Florida, shall hold office for the first year of existence or until his successor or successors are elected and qualified is:

GEORGE W. PHILLIPS
14502 N. Dale Mabry, Suite 200
Tampa, Florida 33618
(813) 265-2119

ARTICLE IX

SUBSCRIBERS: The name and address of the subscriber to these Articles of Incorporation is as follows:

GEORGE W. PHILLIPS
14502 N. Dale Mabry, Suite 200
Tampa, Florida 33618
(813) 265-2119

ARTICLE X

REGISTERED AGENT AND REGISTERED OFFICE: The name and street address of the registered agent and registered office is:

GEORGE W. PHILLIPS
14502 N. Dale Mabry, Suite 200
Tampa, Florida 33618
(813) 265-2119

ARTICLE XI

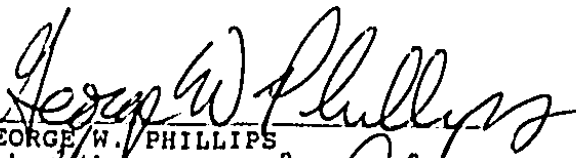
OTHER PROVISIONS:

A. The regulation of the business and the conduct of the affairs of this corporation and provisions creating, dividing and limiting the powers of the corporation and the stockholders, including but not limited to provisions governing the issue of stock certificates to replace lost or destroyed stock certificates shall be governed by the By-Laws of this corporation which may be made and adopted by the shareholders immediately after adjourning of the organizational meeting, and the stockholders shall have the power and authority to amend, modify, change and repeal By-Laws of the corporation.


B. No contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer or officers, directors or director of the corporation is a party to or are the parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation and each and every person who may become a director or an officer of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any

firm, association or corporation in which he may be in anywise interested.

IN WITNESS WHEREOF, I have subscribed my name this 8th day of December, 1995.

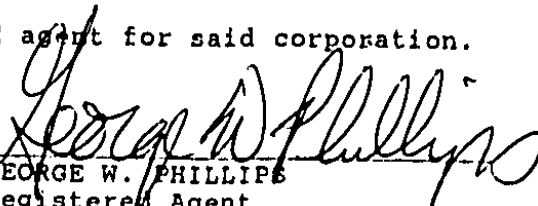


GEORGE W. PHILLIPS
Subscriber



GEORGE W. PHILLIPS
Director

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation.




GEORGE W. PHILLIPS
Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared GEORGE W. PHILLIPS, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal at Tampa, in the County and State Last aforesaid, this 8th day of December, 1995.



NOTARY PUBLIC:

My Commission Expires:



KATHERINE A. WILLIAMS
MY COMMISSION # CC 244488 EXPIRES
DECEMBER 8, 1998
BONDED THRU TROY FAIR INSURANCE, INC.