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96 JAN 11 PM 12:14
DIVISION OF CORPORATION

EFFECTIVE DATE

1/10/96

ACCOUNT NO. : 0721000000032

REFERENCE : 799305 4337904

AUTHORIZATION : Patricia J. Jib

COST LIMIT : \$ 122.50

ORDER DATE : January 11, 1996

ORDER TIME : 10:42 AM

ORDER NO. : 799305

600001687046

CUSTOMER NO: 4337904

CUSTOMER: Bruce Lazar, Esq
THERREL BAISDEN & MEYER WEISS

Suite 500
1111 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: CHELSEA MEDICAL 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: Jeanine Prezeau

EXAMINER'S INITIALS:

SAB
1/11/96

FILED
96 JAN 11 PM 3:15
DIVISION OF CORPORATION

EFFECTIVE DATE
1/10/96

ARTICLES OF INCORPORATION

OF

CHELSEA MEDICAL INC.

FILED
96 JAN 11 PM 3:15
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

The undersigned Incorporator, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

CHELSEA MEDICAL, INC.

ARTICLE II - MAILING ADDRESS OF CORPORATION

The mailing address of the corporation shall be:

266 N.W. 64th Avenue
Miami, Florida 33126

ARTICLE III - TERM AND COMMENCEMENT

This corporation is to exist perpetually. This corporation shall commence to exist on January 10, 1996.

ARTICLE IV - PURPOSE OF CORPORATION

The corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and of the United States.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 500 shares of common stock having a par value of one dollar (\$1.00) per share.

**ARTICLE VI - NAME OF REGISTERED AGENT
AND ADDRESS OF REGISTERED OFFICE**

The street address of the corporation's initial registered office shall be: Marisol R. Gonzalez. The name of the corporation's initial registered agent at such address is: 266 N.W. 64th Avenue, Miami, Florida 33126.

ARTICLE VII INCORPORATOR


The name and address of each incorporator is:

Marisol R. Gonzalez
268 N.W. 84th Avenue
Miami, Florida 33126

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote or shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to actions in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10 day of January, 1996.

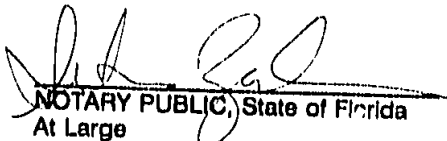

MARISOL R. GONZALEZ

STATE OF FLORIDA)

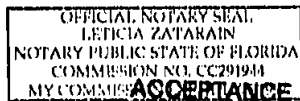
COUNTY OF DADE) ss)

Before me, the undersigned authority, personally appeared MARISOL R. GONZALEZ known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State above named this 10th day of January, 1996.

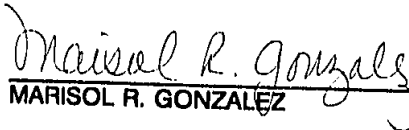

NOTARY PUBLIC, State of Florida
At Large
Leticia Zatarain
Print Name

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as the initial registered agent of the above corporation.


MARISOL R. GONZALEZ

FILED
JAN 11 PM 3:15
1996