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FILED
APR 9 1996
TALLAHASSEE, FLORIDA

April 2, 1996

Division of Corporations
409 Gaines Street
Tallahassee, Florida 32399

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REFERENCE: MULTI-MEDICAL SPECIALIST, INC.

To Whom It May Concern:

Please find enclosed the Incorporation papers for the referenced company.

I have enclosed the appropriate fees, including the fee for certification.

Please return these papers in the enclosed Federal Express envelope provided for your use.

If you have any questions, please do not hesitate in contacting the undersigned.

Thank You.

Barbara Guncheon

Barbara Guncheon

BG:sl
enclosures

5-6-96
JB

ARTICLES OF INCORPORATION
OF
MULTI-MEDICAL SPECIALIST, INC.

ARTICLE I. NAME

The name of the Corporation shall be MULTI-MEDICAL SPECIALIST, INC.

ARTICLE II. DURATION

The Corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This Corporation is organized for the purpose of engaging in any and all lawful endeavors and transaction, for which any Corporation may be incorporated, together with all necessary purposed related thereto, pursuant to Chapter 607, Florida Statutes, entitled "The Florida General Corporation Act."

ARTICLE IV. CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated common shares.

**ARTICLE V. PREFERENCES, LIMITATIONS, AND RELATIVE RIGHTS
OF SHARES OF CAPITAL STOCK**

Except as otherwise provided by law, the entire voting power for election of directors and all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI. PRE-EMPTED RIGHTS

Every share holder upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without the issuance of fractional shares) at a price at which it is offered to others outside the Corporation.

ARTICLE VII. INITIAL OFFICE

The initial post office of this Corporation in the State of Florida will be:

MULTI-MEDICAL SPECIALIST, INC.
1983 PGA Blvd.
Palm Beach Gardens, Florida 33410

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never have less than one. The name and address of the initial director of this Corporation is as follows:

NAME	ADDRESS
DR. THOMAS TOIA	1983 PGA Blvd. Palm Beach Gardens, Florida 33410

ARTICLE IX. INCORPORATOR

The name and address of the person executing the Articles of Incorporation, as the Incorporator is as follows:

NAME	ADDRESS
Dr. Thomas Toia	1983 PGA Blvd. Palm Beach Gardens, Florida 33410

ARTICLE X. BY-LAWS

The power to adopt, alter, amend, or repeal the By-Laws of Corporation shall be vested in the original shareholder.

ARTICLE XI. RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the original shareholder may not be resold, or otherwise transferred to another person, without the written approval of the other shareholders, if any exist. Outstanding shares of stock, which may not have been issued, may be issued upon the original shareholder if properly documented. The price and terms shall be established, offered and sold as specified by written agreement drawn by the original shareholder.

ARTICLE XII. CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at each election shall have the right to cumulate his votes by giving candidates as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal amount of any number of such candidates.

ARTICLE XIII. CALLING OF SPECIAL MEETINGS

Special shareholder meetings may be called by the Board of Directors, or by any holder of Fifty (50%) percent of the shares entitled to vote.

ARTICLE XIV. APPROVAL OF MERGER AND SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan or merger shall be required, in every case, by a 100% agreement vote (duly recorded) of each and every shareholder, whether or not such approval is required by law

ARTICLE XV. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed by and under the directions of, the shareholders of the Corporation.

ARTICLE XVI. POWERS

The Corporation shall have all the Corporate powers enumerated (but not limited to stated powers) in the Florida General Corporation Act.

ARTICLE XVII. DIRECTOR QUORUM AND VOTING

A majority of director and/or directors shall constitute a quorum for meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from the voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be an act of the Board of Directors. Where the directors are equal (50%/50%) and there are only two (2) directors, both directors must be present in person or by certified proxy.

ARTICLE XVIII. INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, (if approved by the present Board of Director) to the full extent permitted by law.

ARTICLE XIX. AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto, and any right conferred upon the shareholders is subject to this restriction, upon approval of the Board of Directors.

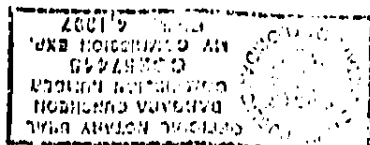
IN WITNESS WHEREOF, I, the undersigned subscribed, has executed these Articles of Incorporation, this 2nd Day of April, 1996.


President, Thomas Toia

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that on this day, before me, a **NOTARY PUBLIC**, in and for the State of Florida, duly authorized in the State and County named above, to take acknowledgements, personally appeared THOMAS TOIA, President of Multi-Medical Specialist, Inc., to me known to be the person described and as subscribed in and who executed the foregoing Articles of Incorporation and does hereby acknowledge before me that he subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL this 2nd Day of April, 1996.



Barbara Guncheon
Barbara Guncheon, NOTARY PUBLIC, STATE OF
FLORIDA, COUNTY OF PALM
BEACH

ARTICLE XX. RESIDENT AGENT

The Corporation does hereby designate the following:

BARBARA GUNCHEON
1338 South Killian Drive
Lake Park, Florida 33403

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NOTARY PUBLIC, FLORIDA

as its Resident Agent for the Purpose of accepting service in and on behalf of the Corporation. Said Resident Agent does hereby signify her acceptance of such election.

**ACCEPTANCE OF RESIDENT AGENT FOR THE PURPOSE OF
ACCEPTING SERVICE UPON MULTI-MEDICAL SPECIALIST, INC.**

Barbara Guncheon
Barbara Guncheon, Resident Agent

STATE OF FLORIDA, COUNTY OF PALM BEACH

Witness My Hand and Official Seal This 2nd Day of April, 1996, as to Barbara Guncheon's Signature.

Susan B. Miller
Susan B. Miller, Notary Public, State of Florida

