

P960000 45717

 JOHN D'Angelo _____
 Men's Medical Centers, Inc _____
 150 Second Avenue North _____
 Suite 900 1100 _____
 St. Petersburg, FL 33701 _____

OFFICE USE ONLY

FILED
 05 MAY 23 AM 10:20
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. American Biolabs Corporation
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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 -05/23/96-111093-009
 ***122.50 ***122.50

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

KR 5-30-96

Examiner's Initials _____

ARTICLES OF INCORPORATION

FOR

AMERICAN BIOLABS CORPORATION

1. The name of the corporation is " AMERICAN BIOLABS CORPORATION "
2. The duration of the corporation is perpetual.
3. The purpose of the corporation is to operate medical clinics as well as rent, buy, sell, lease and deal in real estate, and to operate and conduct and all other businesses that are permitted by law.
4. There shall be but one class of stock in the corporation and that shall be common stock and the corporation is authorized to issue ten million (10, 000,000) shares with no par value.
5. The corporation's starting capital shall be one thousand dollars (\$1,000) and the corporation shall not commence operation without said one thousand dollars (\$1,000).
6. The first registered office of the corporation shall be Suite 1100, Southtrust , Building, 150 2nd Avenue, North St. Petersburg, FL 33701 and the first registered agent is John D'Angelo, at that address.
7. The first place of business of the corporation shall be Suite 1100, Southtrust Bank Building, 150 second Avenue, North, St. Petersburg, FL 33701.
8. The subscribers to shares of stock are as follows:

John D, Angelo	4,000,000 shares
Robert M. Klepak	4,000,000 shares
9. The following is the incorporator and his address:

John D'Angelo	6510 First Avenue, South St. Petersburg, FL 33710
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MEN'S MEDICAL CENTERS, INC.
SOUTH TRUST BANK BUILDING
150 SECOND AVENUE NORTH, SUITE 920
ST. PETERSBURG, FL 33701

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #) _____
2. _____ (Corporation Name) (Document #) 100002032771--3
3. _____ (Corporation Name) (Document #) -12/18/96--01086--014
*****35.00 *****35.00
4. _____ (Corporation Name) (Document #) _____

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<input type="checkbox"/>	Other

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 18 PM 4:43

Examiner's Initials	
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Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

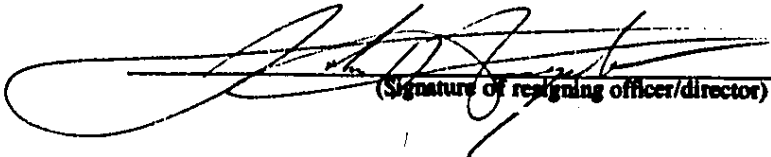
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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 DEC 18 PM 1:43

I, John D'Angelo, hereby resign as Director
(Title)

of American Biolab Corporation
(Name of Corporation)

a corporation organized under the laws of the State of Florida

and affirm that the corporation has been notified in writing of the resignation.


(Signature of resigning officer/director)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314