

ANDREW CHAUSER
18620 North Bay Road
North Miami Beach, FL 33160
(305) 936-8666

June 6, 1996

P96000052372

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

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*****70.00 *****70.00

Re: Articles of Incorporation for
AMERICAN MEDICAL PROVIDERS, INC.

Dear Sirs:

Enclosed please find my check of \$70.00 for filing the enclosed Articles of Incorporation and Certificate of Registered Agent, and for issuance of the corporate charter. Please mail a copy of the file stamped Articles and Charter to me at the address shown above.

Very truly yours,



Andrew Chauser

Enclosures

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CORPORATIONS
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ANDREW CHAUSER
18620 NORTH BAY ROAD
NORTH MIAMI BEACH, FL 33160
(305) 932-3313

June 17, 1996

Ms. Sharon Tala
Document Specialist Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

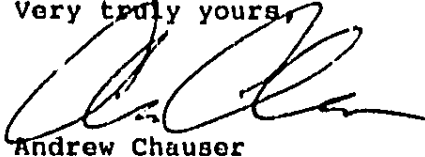
Re: AMERICAN MEDICAL PROVIDERS, INC.

Dear Ms. Tala:

I am enclosing the Articles of Incorporation for the above referenced corporation, which I revised, pursuant to your letter of June 12, 1996, to indicate that the principal office of this corporation, and the location of the resident agent will be at the same address. This change is reflected in Article VI.

I trust these Articles are in proper form for completing the filing.

Very truly yours,



Andrew Chauser



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1996

ANDREW CHAUSER
18620 NORTH BAY ROAD
N. MIAMI BEACH, FL 33160

SUBJECT: AMERICAN MEDICAL PROVIDERS, INC.
Ref. Number: W96000012571

We have received your document for AMERICAN MEDICAL PROVIDERS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 396A00029376

ARTICLES OF INCORPORATION
FOR
AMERICAN MEDICAL PROVIDERS, INC.

ARTICLE I: CORPORATE NAME

The name of this corporation is **AMERICAN MEDICAL PROVIDERS, INC.**, which corporation is being organized under the laws of the State of Florida.

ARTICLE II: NATURE OF THE BUSINESS AND AUTHORITY

The purpose of the business to be transacted by this corporation is to engage in the purchase, acquisition, marketing, sale and furnishing of durable medical equipment and supplies. In addition, this corporation shall have the power and right to engage in any other lawful activity that any other corporation or business is permitted to transact under the laws of the State of Florida.

ARTICLE III: CAPITAL STOCK

The maximum number of shares that the corporation shall initially be authorized to issue and shall be subscribed to by the initial incorporator is One Hundred (100) Shares of common stock, having a par value of Five (\$5.00) Dollars per share. Such stock shall be paid for when issued on such terms and conditions as the Board of Directors shall decide, or in the event no Board of Directors has been appointed, elected or created, then upon such terms as the Incorporator named in these Articles may decide.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall have a perpetual existence, except insofar as the Board of Directors may determine otherwise, and shall commence with the filing of these Articles.

ARTICLE V: INCORPORATOR

The name and address of the sole incorporator signing these Articles of Incorporation is **ANDREW CHAUSER**

18620 North Bay Road
North Miami Beach, FL 33160

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ARTICLE VI: PRINCIPLE CORPORATE OFFICE,
REGISTERED OFFICE AND REGISTERED AGENT

The principal corporate office shall be located at 18620 North Bay Road, North Miami Beach, FL 33160. The registered office and registered agent shall be located at the same address, to wit:

ANDREW CHAUSER
18620 North Bay Road
North Miami Beach, FL 33160

The Board of Directors, and in the event a Board has not been appointed, elected or created, then the incorporator named in these Articles, reserves the right and authority to change the address of the registered office upon amendment filed with the Division of Corporations, State of Florida.


ARTICLE VII: INITIAL DIRECTORS AND OFFICERS

The initial Director and initial officer of this corporation is **ANDREW CHAUSER**, 18620 North Bay Road, North Miami Beach, FL 33160. The number of Directors that will constitute the Board can be increased to three, whose initial members may be appointed by the sole incorporator named in these Articles by resolution and acceptance signed by each other appointee, but shall never be less than one. The sole incorporator named in these Articles shall remain a director until his successor is appointed or elected. **ANDREW CHAUSER** shall serve as the president of this corporation until his successor is appointed by the Board of Directors, or elected at a meeting of the shareholders.

ARTICLE VIII: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, by approval by the Board of Directors, upon the proposal and approval of the stockholders by at least a majority entitled to vote, at a duly scheduled shareholders' meeting, or by Board of Directors by written resolution signed by all members of the Board, or if no fully constituted Board exists, and absent the issuance of the stock, then by amendment filed by the sole Incorporator named in these Articles that is filed with the Division of Corporations, State of Florida.

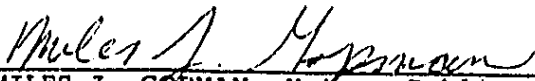
IN WITNESS WHEREOF, the undersigned incorporator/subscriber has executed these Articles of Incorporation this 6th day of June, 1996.


ANDREW CHAUSER

STATE OF FLORIDA) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, authorized to take acknowledgments in the State of Florida and Dade County, did personally appear ANDREW CHAUSER who is known to me and who is known to be the person who has executed the foregoing Articles of Incorporation, who has acknowledged before me that he did execute these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand seal, in the State and County aforesaid, this 6th day of June, 1996.


MILES J. GOPMAN, Notary Public

SEAL:



MILES J GOPMAN
My Commission CC380104
Expires Jun. 22, 1998
Bonded by HAI
800-422-1565

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
FOR
AMERICAN MEDICAL PROVIDERS, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the above named corporation, desiring to organize under the laws of the State of Florida, has, as indicated in the Articles of Incorporation, designated its registered agent and registered office as ANDREW CHAUSER at 18620 NORTH BAY ROAD, NORTH MIAMI BEACH, FLORIDA 33160, who will be located at the address of the corporation's registered office, to accept service of process within this State as the corporation's registered agent.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.



ANDREW CHAUSER, Registered Agent

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DIVISION OF CORPORATIONS
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