

P96000055680

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

F. CHODDER JUL 2 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>AK</u>	_____	_____	_____

WALK-IN 7/1 1:00
 Will Pick Up _____

RE: Transmed
Inc.

No 53085

C.C. Fee: _____ DISBURSED

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
_____ Corp. Record Search	_____	_____
_____ Ltd. Partnership File	_____	_____
_____ Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
_____ Art. of Amend. File	_____	_____
_____ Dissolution/Withdrawal	_____	_____
_____ C U S.	000001880800	07/01/96-01/01/96
_____ Filitious Name File	****122.50-	****122.50-
_____ Name Reservation	_____	_____
_____ Annual Report/Maintenance	_____	_____
_____ Reg. Agent Service	_____	_____
_____ Document Filing	_____	_____
_____ Corporate Kit	_____	_____
_____ Vehicle Search	_____	_____
_____ Driving Record	_____	_____
_____ Document Retrieval	_____	_____
_____ UCC 1 or 3 File	_____	_____
_____ UCC 11 Search	_____	_____
_____ UCC 11 Retrieval	_____	_____
_____ File No.'s, _____ Copies	_____	_____
_____ Courier Service	_____	_____
_____ Shipping/Handling	_____	_____
_____ Phone ()	_____	_____
_____ Top Priority	_____	_____
_____ Express Mail Prep.	_____	_____
_____ FAX () pgs.	_____	_____
SUBTOTALS _____		

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

Transmed South Inc.

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

FILED
56 JUL 1 PM 3:46
TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME

The name of the corporation is Transmed South Inc.

ARTICLE TWO - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE THREE - NATURE OF BUSINESS

This corporation is organized to engage in any and all lawful activity or business permitted under the laws of the United States of America and the State of Florida for which a corporation may be incorporated.

ARTICLE FOUR - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 shares of \$1.00 par value, common stock.

ARTICLE FIVE - INITIAL CAPITAL

The amount of capital with which the corporation will begin business is not less than One Thousand(\$1000.00).

ARTICLE SIX - ADDRESS

The initial address of the principal office of this corporation is 6049 Miramar Parkway, Miramar, Fl. 33023.

ARTICLE SEVEN - DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation shall be two (2). The number of Directors may either be increased or decreased as provided in the Bylaws. The name and address of the initial Directors of this corporation are:

Craig M. Fallick
3900 North Hills Drive, Apt. 214
Hollywood, Fla. 33021

Eric R. Miller, D.C.
29 Cedar Road
Hollywood, Fla. 33021

ARTICLE EIGHT - INCORPORATORS

The name and address of the persons subscribing to these Articles of Incorporation are:

Craig M. Fallick 3900 North Hills Drive, Apt. 214
Hollywood, Fla. 33021

Eric R. Miller, D.C. 29 Cedar Road
Hollywood, Fla. 33021

ARTICLE NINE - REGISTERED AGENT

The name and address of the Registered Agent for service of process of this corporation is Craig M. Fallick, 3900 North Hills Drive, Apt. 214, Hollywood, Fla. 33021.

ARTICLE TEN

These Articles of Incorporation shall be effective upon filing with the Secretary of State of the State of Florida. This corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE ELEVEN - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation in duplicate on this 26 day of June, 1996.


As Incorporator


As Incorporator


As Registered Agent

STATE OF FLORIDA)
 ss.
COUNTY OF DADE)


BEFORE ME, the undersigned authority, personally appeared, Craig M. Fallick and Eric R. Miller, D.C., before me personally known (or who furnished _____ as proof of there identity) to be the person who subscribed to the foregoing Articles of Incorporation, and they acknowledged before me that they did freely and voluntarily execute these Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid, this 27th day of June, 1996.

My commission expires:



OFFICIAL SEAL
LISA M. CAMPBELL
My Commission Expires
April 1, 1997
Comm. No. CC 273561


NOTARY PUBLIC
State of Florida at Large

CERTIFICATE OF REGISTERED AGENT

OF

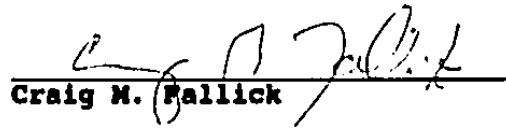
Transmed South Inc.

In pursuance of Chapter 48, Florida Statutes, the following is submitted in compliance with said Act:

That Transmed South Inc. is desiring to organize under the laws of the State of Florida with its Registered Office, as indicated in the Articles of Incorporation at the City of Ft. Lauderdale, County of Broward, State of Florida, and has named Craig M. Fallick whose Address is 3900 North Hills Drive, Apt. 214, Hollywood, Fla. 33021 as its Registered Agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Craig M. Fallick