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7/16/96

FLORIDA DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE

FROM: HODGSON, RUS, ANDREWS, ET AL

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STATE OF FLORIDA

2000 GLADES ROAD

SECRETARY OF STATE

409 EAST GAINES STREET

BOCA RATON FL 33431-

TALLAHASSEE, FLORIDA

TALLAHASSEE, FL 32399

CONTACT: MARY FRITZE

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: RESCUE MED ASSOCIATES INC.

FAX AUDIT NUMBER: H9600009879

DATE REQUESTED: 07/16/1996

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CERTIFICATE OF STATUS: 0

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HODGSON RUSS
ANDREWS
WOODS &
GOODYEAR LLP
ATTORNEYS AT LAW

20001 Glades Road
Suite 400
Boca Raton, FL 33431
407-304-0300 (AREA OFFICE)
407-736-2177 (PALM BEACH)
305-704-2440 (MIAMI)
FAX: 305-427-4303

Albany
Boca Raton
Buffalo
New York
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Mississippi
(Tulsa)

July 16, 1996

VIA TELECOPY

Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32302

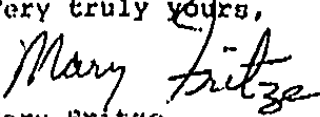
Dear Sir:

RE: Rescue Med Associates Inc.

Attached are the Articles of Incorporation for Rescue Med Associates Inc. Please charge our account and forward a certified copy to the undersigned.

If you have any questions, please call 1-800-331-1025.

Very truly yours,


Mary Fritze
Legal Assistant

Attachment

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RESCUE MED ASSOCIATES INC.

ARTICLE I

NAME

The name of this corporation is: RESCUE MED ASSOCIATES
INC.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of the Corporation shall commence at the
time and date of filing of these Articles by the Department of
State of the State of Florida.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of the
transaction of any or all lawful business for which corporations
may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL SHARES

The number of shares that the Corporation is authorized
to have outstanding at any time is 5,000 common shares of the par
value of \$1.00 each.

THIS INSTRUMENT PREPARED BY:
Kevin K. Ross, Esq.
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
2000 Glades Road, Suite 400
Boca Raton, Florida 33431
Telephone: (407) 394-0500
Florida Bar No. 0066214
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ARTICLE VI

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 2000 Glades Road, Suite 400, Boca Raton, Florida 33431; and the name of the initial registered agent of the Corporation is HRAWG Corp.

ARTICLE VII

PRINCIPAL OFFICE/MAILING ADDRESS OF THE CORPORATION

The principal office/mailing address of the Corporation is:

2000 Glades Road, Suite 400
Boca Raton, Florida 33431

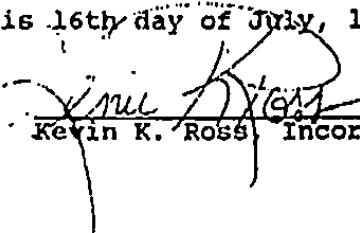
ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator of the Corporation is:

Kevin K. Ross
2000 Glades Road, Suite 400
Boca Raton, Florida 33431

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation this 16th day of July, 1996.


Kevin K. Ross, Incorporator

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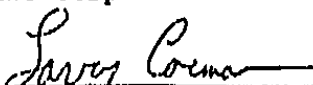
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CERTIFICATE OF DESIGNATIONACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent and to accept service of process for the above-named Corporation at the place described in the foregoing Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. Further, it agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and states that it is familiar with and accepts the obligations of its position as registered agent.

HRAWG Corp.

BY:


Larry Corman, Vice President

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