

AUG-11-1996 10:00 AM EMPIRE CORPORATE KIT P.01/23
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PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST PALM BLVD. SUITE 200 MIAMI, FL 33135-
TALLAHASSEE, FL 32359 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3894
FAX: (305) 541-3770

(((H96000010706))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ADVANCED HEALTHCARE TECHNOLOGIES, INC.
FAX AUDIT NUMBER: H96000010706 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/01/1996 TIME REQUESTED: 17:25:10
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER: 072450003255

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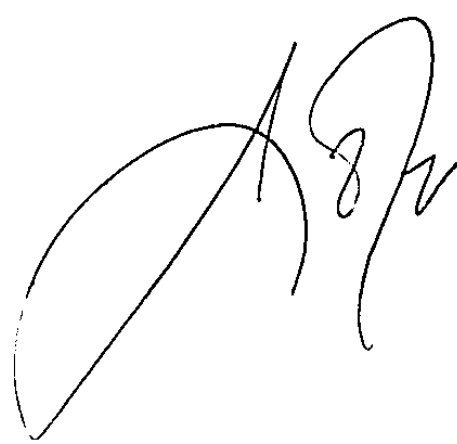
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NUM

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96 AUG -2 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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DATE 12-14-96 BY 2-90896

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**ARTICLES OF INCORPORATION
OF
ADVANCED HEALTHCARE TECHNOLOGIES, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH

**ARTICLE I
NAME AND ADDRESS**

The name and address of the principal office and/or mailing address of the Corporation is as follows:

Advanced Healthcare Technologies, Inc.
16581 Blatt Boulevard
Suite 104
Fort Lauderdale, Florida 33326

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 10,000,000 shares of \$.0001 par value common stock.

Prepared by:
Richard P. Greene, P.A.
Richard P. Greene, Esquire
2455 East Sunrise Boulevard, Suite 505
Fort Lauderdale, Florida 33304
(305) 964-6616

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SECRET
FALL 1996

ARTICLE V
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 2455 East Sunrise Boulevard, Suite 905, Fort Lauderdale, Florida 33304 and the name of the initial registered agent of this Corporation at such address is Richard P. Greens, P.A.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

Walter P. Scholler
16381 Blatt Boulevard, Suite 104
Ft. Lauderdale, Florida 33326

ARTICLE VIII
INCORPORATORS

The name and address of the Corporation's incorporator is:

Richard P. Greens
2455 East Sunrise Boulevard, Suite 905
Fort Lauderdale, Florida 33304

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities

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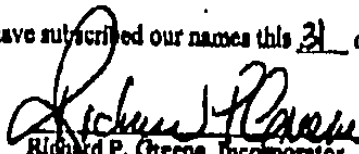
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incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X
LIMITATION ON SHAREHOLDER SUITS

Shareholders shall not have a cause of action against the Company's officers, directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

IN WITNESS WHEREOF, we have subscribed our names this 31 day of July, 1996, .


Richard P. Greene, Incorporator
2455 East Sunrise Boulevard, Suite 905
Ft. Lauderdale, Florida 33304

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

RICHARD P. GREENE, P.A.

By: 
Richard P. Greene, Esq., President

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SECRET
JUL 31 1996

BRONSTEIN, CARLSON, GLEIM & SMITH, P.A.

Joel D. Bronstein
Board Certified in Tax Law

Susan W. Carlson
Board Certified in Tax Law

Holger D. Gleim
Board Certified in Tax Law

Thomas B. Smith
Board Certified in Health Law

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Jeffrey J. Kallan

Refer to File No.

001162/964070

Writer's Direct Dial No.

(813) 898-66

October 15, 1997

Registered Agent/Address Section
Bureau of Corporate Records
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

800002324468--6
-10/20/97--01115--015
*****35.00 *****35.00

RE: Advanced Healthcare Technologies, Inc.

Gentlemen:

Enclosed please find the original and duplicate copy of a Change of Registered Office and Agent for the above-referenced corporation, along with our check in the amount of \$35.00 representing the filing fee.

Please acknowledge filing of this document by stamping the duplicate copy and returning same to me.

If you have any questions in connection with the documents, or need further information, please contact me by telephone rather than returning the document.

Very truly yours,

BRONSTEIN, CARLSON, GLEIM & SMITH, P.A.

Thomas B. Smith
Thomas B. Smith

TBS:ST/lpb
Enc.

cc: Advanced Healthcare Technologies, Inc.
123787

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 20 AM 8:50

PA (log)
10-22-97
CC

CHANGE OF REGISTERED OFFICE AND AGENT
OF
ADVANCED HEALTHCARE TECHNOLOGIES, INC.

FILED STATE
SECRETARY OF CORPORATION
DIVISION OF CORPORATION
97 OCT 20 AM 8:58

TO: SECRETARY OF STATE OF FLORIDA

1. The name of the Corporation is ADVANCED HEALTHCARE TECHNOLOGIES, INC.
2. The current registered office is located at 2455 East Sunrise Boulevard, Suite 905, Ft. Lauderdale, Florida 33304.
3. The registered office will be changed to 1996 Orange Court, Palm Harbor, Florida 34683.

THIS IS THE CORRECT BUSINESS ADDRESS OF THE CORPORATION,
PLEASE CHANGE YOUR RECORDS ACCORDINGLY.

4. The current registered agent is Richard P. Greene, P.A.
5. The successor registered agent will be Ralph E. Jordan.
6. The street address of the Corporation's registered office and the business office of its registered agent, as changed above, will be identical.
7. All changes made above have been authorized by resolutions duly adopted by the Corporation's Board of Directors.
8. All changes made above have been made by an officer of the Corporation authorized to do so by the Board of Directors.

DATED: August 1st, 1997

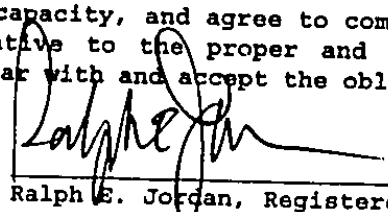
ADVANCED HEALTHCARE
TECHNOLOGIES, INC.

By: 

Walter P. Scholler, President

ACKNOWLEDGMENT

I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.


Ralph E. Jordan, Registered Agent