

P96000080716

September 24, 1996

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

800001959048
-09/27/96--01044--015
*****70.00 *****70.00

Re: MEDC ADMINISTRATORS INC.

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of MEDC ADMINISTRATORS INC. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,

Maureen Walsh

MAUREEN WALSH
12000 BISCAYNE BLVD., SUITE 703, MIAMI,
FL 33181

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 26 PM 12:37

by
9/30

**ARTICLES OF INCORPORATION
OF
MEDC ADMINISTRATORS INC.**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
56 SEP 26 PM 12:38

ARTICLE I

The name of the Corporation is MEDC ADMINISTRATORS INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 12000 BISCAYNE BLVD., SUITE 703, MIAMI, FL 33181.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares of common stock with no par value.

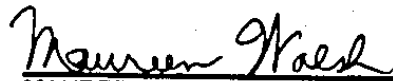
ARTICLE IV

The address of the initial registered office of the Corporation is 12000 BISCAYNE BLVD., SUITE 703, MIAMI, Florida 33181, and the name of the Corporation's initial registered agent for service of process at such address is MAUREEN WALSH.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
MAUREEN WALSH, 12000 BISCAYNE BLVD., SUITE 703, MIAMI, FL 33181.

IN WITNESS WHEREOF, I have hereunto set my hand this 24TH day of
SEPTEMBER, 1976.


MAUREEN WALSH
12000 BISCAYNE BLVD., SUITE 703, MIAMI, FL
33181

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MEDC ADMINISTRATORS INC.
2. The name of the registered agent and office is:

MAUREEN WALSH
12000 BISCAYNE BLVD., SUITE 703, MIAMI, Florida 33181

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Maureen Walsh

DATE

Sept. 24, 1996

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 SEP 26 PM 1:38