FILINGS, INC. TERESA ROMAN

(Requestor's Name)
2805 LITTLE DEAL ROAD

(Address)

OFFICE USE ONLY

(904) 385-6735

(Phone #)

TALLAHASSEE, FLORIDA 32308

CR2E031(10/92)

(City, State, Zip)

	CORPORATION NA	ME(S) & DOCUMENT NUM	BER(S) (if known):		
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	NEW FILINGS	AMENDMENTS		و	
<u>.</u>	Profit	Amendment		71540 17540 17540	
	NonProfit	Resignation of R.A., Officer	r/Director	RECEIVED	
	Limited Liability	Change of Registered Agen	t	7 1	
	Domestication	Dissolution/Withdrawa!		智品	
	Other	Merger		RECEIVED 95 OCT 17 MIII: 05 JIVISION OF CORPORATION	
OTHER FILINGS		REGISTRATION/ QUALIFICATION			
	Annual Report	Foreign		22140	
	Fictitious Name	Limited Partnership	(N96-22148	
	Name Reservation	Reinstatement	Ç		
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		Trademark	Ex	Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

October 17, 1996

FILINGS, INC. 2805 LITTLE DEAL RD. TALLAHASSEE, FL 32308

SUBJECT: PEDIATRIC SPECIALTIES, INC.

Ref. Number: W96000022148

We have received your document for PEDIATRIC SPECIALTIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6052.

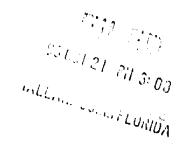
Sandy Ng Document Specialist

Letter Number: 196A00047746

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ARTICLES OF INCORPORATION



ARTICLE I - NAME

The name of this corporation is Stem Resources of Florida, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: Suite 204 55 Northern Boulevard Great Neck, New York 11021

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a

Florida corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresss of the initial Directors are:

Robert A. Bialer 1 Whitney Circle, Glen Cove, New York 11542 Robert G. Donaldson 36 Sheppard Street, Glen Head, New York 11545

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Filings, Inc., a Florida Corporation 3732 N.W. 16th Street Fort Lauderdale, Florida 33311

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - IRC STOCK PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. such actions are as necessary will be taken by the appropriate officers

to accomplish this compliance.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: October 21, 1986

Filings, Inc. by Teresa Roman, Vice-President

Incorporator

Certificate designating place of business or domicle for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Stem Resources of Florida, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: October 21, 1986

Teresa Roman, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: October 21, 1986

Filings, Inc. by Teresa Roman, Vice-President

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