

P96000101487

October 19, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
The Capitol
Tallahassee, Florida 32399-6327

600002029686--3
-12/16/96--01022--014
*****70.00 *****70.00

re: , INC.
MEDPEND

Dear Sir,

Enclosed please find two copies of Articles of Incorporation and
Registered Agent's Certificate for a new Florida corporation
now being formed -- , INC.
MEDPEND

Also enclosed please find our check in the amount of \$70.00.
This check includes payment for the following:

Filing fee	\$35.00
Registered Agent's Designation	35.00
TOTAL	<u>\$70.00</u>

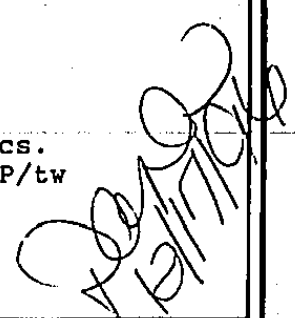
Please send the duplicates of the Articles and Registered Agent's
Certificate to Timothy H. Pendry, 602 Brookfield Loop,
Lake Mary, Florida 32746.

Your cooperation in this matter is appreciated.

Sincerely,


Timothy H. Pendry

Encs.
THP/tw



ARTICLES OF INCORPORATION
OF
MEDPEND, INC.

FILED
96 DEC 16 2:11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME. The name of the Corporation is
MEDPEND, INC.

ARTICLE II. DURATION. This Corporation shall
have perpetual existence.

ARTICLE III. PURPOSE. This Corporation is
organized to transact and carry on any activity or business
permitted under the laws of the United States and the State
of Florida.

ARTICLE IV. CAPITAL STOCK. This Corporation is
authorized to issue 1,000 shares of one dollar (\$1.00) par
value common stock.

ARTICLE V. MANAGEMENT.

A. Pursuant to the provisions of Florida
Statutes Section 607.111, as the same exists upon the adoption
of these Articles of Incorporation, the business of this
Corporation may be managed by the shareholders of the
Corporation, rather than by a Board of Directors.

B. Should the shareholders of the Corporation
so elect, they may by resolution and bylaw establish a Board of

Directors to manage the business of this Corporation. In such event, the shareholders shall prescribe the duties, functions and methods of operation of such Board of Directors with particularity and in appropriate bylaws.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT. The street address and mailing address of the initial registered office of this Corporation is 602 Brookfield Loop, Lake Mary, FL 32746. The name of the initial registered agent of this Corporation at the immediate foregoing address is Timothy H. Pendry.

ARTICLE VII. INCORPORATOR. The name and address of the person signing these Articles of Incorporation is: Timothy H. Pendry, 602 Brookfield Loop, Lake Mary, Florida 32746.

ARTICLE VIII. PRE-EMPTIVE RIGHTS. Each shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price per share at which shares are offered to others.

ARTICLE IX. AMENDMENTS. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the shareholders representing a majority of the outstanding shares of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation on October 19, 1996.


Timothy H. Pendry

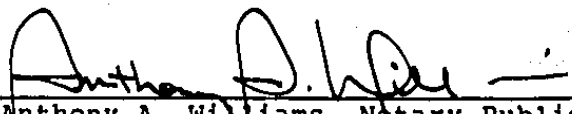
State of Florida)
County of Orange) SS

I HEREBY CERTIFY that on this day personally appeared before me,
and officer duly authorized to administer oaths and take
acknowledgements, Timothy H. Pendry, to me well known to be the
person described in and who executed the foregoing Articles of
Incorporation, and acknowledged before me that he executed the same
freely and voluntarily and for the purposes therein express.

WITNESS my hand and official seal at Orlando,
County of Orange, State of Florida, October 19, 1996.



ANTHONY A. WILLIAMS
My Commission CC303896
Expires Aug 01 1997
Bonded by AND
800-852-5878


Anthony A. Williams, Notary Public
My Commission Expires: Aug 01, 1997

Produced Identification: TKDL 11550019

CERTIFICATE OF REGISTERED AGENT

FOR

MEDPEND, INC.

FILED
96 DEC 16 AM 11:1
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION

I, Timothy H. Pendry, as the Incorporator named in the
Articles of Incorporation of ^{MEDPEND INC} , a corporation for profit,
heroby designate Timothy H. Pendry as Registered Agent
for the service of process within the State of Florida for
^{MEDPEND INC} . Said Registered Agent does business and is
located at 602 Brookfield Loop, Lake Mary, Florida 32746
This designation is made in confirmity with Florida Statutes
a Statutes Sections 48.091 and 607.034.


Timothy H. Pendry

ACCEPTANCE

I, Timothy H. Pendry, doing business at the street
address of 602 Brookfield Loop, Lake Mary, Florida 32746.
do hereby consent to my appointment as Registered Agent for the
service of process upon ^{MEDPEND INC} , a Florida corporation.
I am familiar with and accept the obligations provided
for in Florida Statutes Section 48.091 and 607.325.


Timothy H. Pendry