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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: JUPITER MEDICAL MANAGEMENT, INC.

AUDIT NUMBER.....H96000017797

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

- OF -

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JUPITER MEDICAL MANAGEMENT, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name and address of the Corporation shall be:

JUPITER MEDICAL MANAGEMENT, INC.  
131 Jupiter Key Road  
Jupiter, FL 33477

ARTICLE II - PURPOSE

This corporation is organized for the following purpose:

To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: One Thousand (1,000) shares, One (\$1.00) Dollar par value per share, common stock. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the consideration for which has been paid or delivered, shall be deemed

Prepared by:  
STEVEN A. GELLER, ESQ.  
GELLER, GELLER & GARFINKEL  
1815 Griffin Road - Ste 403  
Dania, FL 33004  
Telephone: (954) 920-2300  
FBN: 383795

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fully-paid stock, and the holder of such shares shall not be liable for any further payment. At any time, and from time to time, when authorized by resolution of the Board of Directors, and without any action by its stockholders, the corporation may issue or sell any shares of its capital stock of any class, whether out of the unissued shares authorized by the Articles of Incorporation of the corporation as originally filed, or by any amendment of the Articles, or out of shares of its stock acquired after the issue; and whether or not the shares so issued are sold, shall confer upon the holders of them the right to exchange such shares for other shares of the stock of the corporation. The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, any tangible or intangible property or benefit to the corporation including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall commence business shall be not less than ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved by law.

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ARTICLE VI - PRE-EMPTIVE RIGHTS

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

ARTICLE VII

INITIAL REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The registered office of this corporation shall be:

GELLER, GELLER & GARFINKEL  
1815 GRIFFIN ROAD, #403  
DANEA, FL 33008

The registered Agent at the above address is:

STEVEN A. GELLER, ESQ.

ARTICLE VIII - INITIAL PRINCIPAL OFFICE

The address of the corporation's initial principal office shall be:

131 Jupiter Key Road  
Jupiter, FL 33477

ARTICLE IX - BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member, as below described. The Board of Directors of this corporation shall, at all times, consist of no less than one, and no greater than five directors.

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NAME  
KATHRYN GARRETT

ADDRESS  
131 Jupiter Key Road  
Jupiter, FL 33477

The affirmative vote of a majority of directors is required to constitute any act or decision rendered by the Board of Directors.

ARTICLE X - CUMULATIVE VOTING

The principal of cumulative voting shall apply in all elections of directors of the corporation. Each shareholder entitled to vote shall have votes equal to the number of shares with voting rights held by him or her, multiplied by the number of directors to be elected, and each may cast all his or her votes for a single candidate, or may divide and distribute his or her votes for a single candidate, or may divide and distribute his or her votes among any two or more candidates, as he or she may see fit. Each shareholder may, if desired, cast fewer than all the votes to which he or she is entitled at an election of directors, but no ballot shall be valid if the total votes shown on it are in excess of the total number of votes to which the shareholder casting such ballot is entitled.

At any such election, the candidates receiving the highest number of votes, up to the number of directors to be chosen shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the Board of Directors.

At any meeting of shareholders called expressly for that

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purpose, any director or directors may be removed from office, with or without cause, by majority vote, except that if less than all the directors are to be removed, no individual director may be removed if the number of votes cast against his or her removal would be sufficient, if voted cumulatively, at an election of the whole Board, to direct one or more directors.

ARTICLE XI - OFFICERS

The name and address of the officers of this Corporation are:

NAME	TITLE	ADDRESS
KATHRYN GARRETT	President	131 Jupiter Key Road Jupiter, FL 33477
DEBRA MOSTON	V.P./Sec./ Treas.	131 Jupiter Key Road Jupiter, FL 33477

ARTICLE XII - INCORPORATOR

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

KATHRYN GARRETT  
131 Jupiter Key Road  
Jupiter, FL 33477

ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify any officer or former officer to the full extent permitted by law.

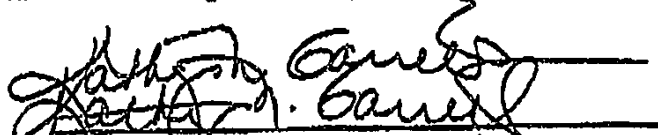
IN WITNESS WHEREOF, I, the undersigned, being the incorporator named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make and file these

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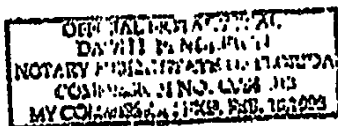
Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 30th day of November, 1996.


  
KATHRYN GARRETT, Incorporator

STATE OF FLORIDA }  
COUNTY OF St. Lucie } SS:  
BROWARD

BEFORE ME, the undersigned authority, personally appeared KATHRYN GARRETT, who is personally known to me, and is to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at St. Lucie, Florida, this 5 day of November, December 1996.



  
NOTARY PUBLIC, State of Florida  
David L. Pando  
(Print name of Notary)

My Commission Expires: 2/1/98

Personally Known ( ) OR Produced I.D. (X)  
Type and Number of I.D. Produced

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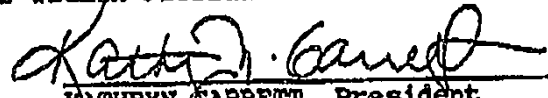
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**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE  
OF AGENT UPON WHOM PROCESS MAY BE SERVED**

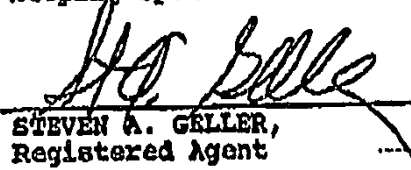
In compliance with Sections 48.091 and 607.050, Florida Statutes, the following is submitted:

FIRST, that JUPITER MEDICAL MANAGEMENT, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 131 JUPITER KEY ROAD, JUPITER, FLORIDA 33477 named STEVEN A. GELLER, ESQ., GELLER, GELLER & GARFINKEL, 1815 Griffin Road, #403, Dania, FL 33004, as its agent to accept service of process within Florida.

Date: 12/30/96

  
KATHRYN GARRETT, President

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties, and keeping open said office.

  
STEVEN A. GELLER,  
Registered Agent

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