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P97000005523

November 12, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
97 JAN 14 PM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: New filing of corporations.

Dear Sir or Madam:

Enclosed you will please find the follows documents:

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-01/14/97--01122--014
****367.50 ****122.50

(a) The originals Articles of Incorporations on;

- M.T.C. Laboratory, Inc.
- M.T.C. Billings Services, Inc.
- M.T.C. Consulting, Inc.

(b) Certificate of the designation of registered agent the above referenced;


(c) and a check in the amount of \$367.50 to cover the filing fees, registered agent fee, and a certified copy of the articles.

Thank you for your kind assistance in the filing of these corporations. If you have any questions or need further information please contact this office.

Sincerely,


Jose A. Yanez, Esq.

JAY/sl
Encs.

1/12/97


ARTICLES OF INCORPORATION

OF

M.T.C. Consulting, Inc.

FILED
97 JAN 14 PM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE ONE

The name of the Corporation is **M.T.C. Consulting, Inc.**

ARTICLE TWO

The address of the initial principal place of business of the Corporation is 19450 S.W. 184th Street, Miami, Florida 33187. The mailing address of the Corporation is 19450 S.W. 184th Street, Miami, Florida 33187.

ARTICLE THREE

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is 400, all of which shall be common shares with the par value of \$0.05 (five cents).

Shares of the corporation's stock and certificates shall be issued as follows: 300 to **Medical Technology Corporation.**

ARTICLE FOUR

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these Articles of Incorporation, the corporation's initial registered office is located at 19450 S.W. 184th Street, Miami, Florida 33187. The Corporation's initial registered agent at that office is **Manny Castillo.**

ARTICLE FIVE

The Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE SEVEN

The name and street address of the incorporator is as follows: Nicholas Cesarello, 3271 N.W. 64th Street, Boca Raton, Florida 33496.

IN WITNESS WHEREFORE, the undersigned has executed these Articles of Incorporation this 27 day of October, 1996


NICHOLAS CESARELLO

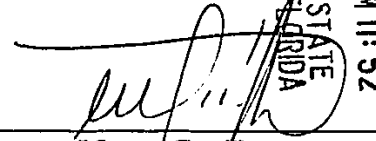
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the law of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is **M.T.C. Consulting, Inc.**
2. The name and address of the registered agent and office of the Corporation is:

Manny Castillo
19450 S.W. 184th Street
Miami, Florida 33187

Signed:

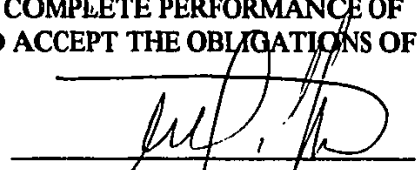


Manny Castillo
MIA MANUEL DEL CASTILLO

97 JAN 14 PM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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.



Dated: Dec 27, 1996