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COHEN, CONWAY, COPELAND & PAIVA, P.A.
ATTORNEYS AT LAW

10 Central Parkway, Suite 400
Stuart, Florida 34994
(561)221-0999

MARC B. COHEN
JAMES A. CONWAY
JOHN K. COPELAND
CHAD S. PAIVA

MAILING: P. O. BOX 259
STUART, FLORIDA 34995-0259
FT. PIERCE (561)468-0073
FACSIMILE (561)221-0996

January 14, 1997

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

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-01/17/97--01099--009
*****122.50 *****122.50

Re: MEDICA CORPORATION

Gentlemen:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above-named corporation.

In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Certification	\$52.50
Filing Fee	20.00
Registered Agent	20.00
Certified Copy	<u>30.00</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to my office.

Your prompt attention to this matter would be appreciated.

Very truly yours,

Marc B. Cohen
MBC:kmw
Enclosures

FILED
97 JAN 17 PM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

597A-3369

1/23/97
1/23

EFFECTIVE DATE

1/25/47

FILED
JAN 17 PM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
MEDICA CORPORATION

THE UNDERSIGNED, Dana J. Forman, acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I. NAME: The name of this corporation shall be:

MEDICA CORPORATION

II. BUSINESS PURPOSE: The general nature of the business and businesses to be transacted are as follows: To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the corporation, it is expressly declared and provided that the corporation, to carry out its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind or description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent, or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said state, and which now or may hereafter be authorized by law.

III. CAPITALIZATION: The authorized capital stock of this corporation shall consist of one hundred shares of common stock, \$10.00 par value.

IV. EXISTENCE: The business of the corporation shall commence on the 20th day of January, 1997, and the corporation shall have perpetual existence.

V. REGISTERED OFFICE AND REGISTERED AGENT: The initial street address for the corporation's initial registered office is 152 NE Twylite Terrace, Port St. Lucie, Florida 34983. The registered agent for the corporation is Dana J. Forman, 152 NE Twylite Terrace, Port St. Lucie, Florida 34983. This is also the corporation's principal address.

VI. INITIAL BOARD OF DIRECTORS: The corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Dana J. Forman, 152 NE Twylite Terrace, Port St. Lucie,
Florida 34983

VII. INCORPORATOR: The name and address of the incorporator of the corporation is as follows:

Dana J. Forman, 152 NE Twylite Terrace, Port St. Lucie,
Florida 34983

VIII. BYLAWS: The bylaws of this corporation may be adopted, altered, amended or repealed by either the stockholders or the directors.

IX. AMENDMENT: The Board of Directors and Stockholders reserve the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the

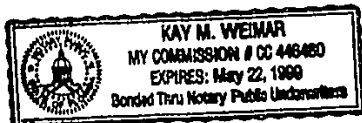
Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 day of January, 1997.

Dana J. Forman
DANA J. FORMAN, INCORPORATOR

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing Articles of Incorporation were acknowledged before me this 10th day of January, 1997, by Dana J. Forman.



Kay M. Weimar
NOTARY PUBLIC
My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND ACCEPTANCE BY REGISTERED AGENT**

FILED
97 JAN 17 PM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Florida Statute §48.091, the following is submitted in compliance with said Act:

MEDICA CORPORATION has designated Dana J. Forman, 152 NE Twylite Terrace, Port St. Lucie, Florida 34983 to be its agent, to accept service of process within the state.

ACCEPTANCE BY REGISTERED AGENT: Having been named to accept service of process for the above-stated corporation, at the place designated in its Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of the Florida General Corporation Act and all statutes relative to the proper and complete discharge of the Registered Agent's duties.

Dated this 10 day of January, 1997.

Dana J. Forman
DANA J. FORMAN, REGISTERED AGENT