

CORPORATE SHEET

NAME OF INCORPORATION: C & M Medical Systems, Inc.

AMOUNT ENCLOSED : \$ 70.00 for the articles of Incorporation
\$ 8.75 for a certificate of status

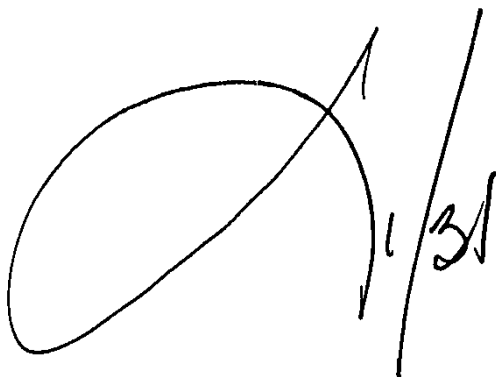
PRESIDENT'S NAME: Alexander M. Moreira

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-01/28/97-01038--006
*****78.75 *****78.75

Please, send the certificate of Status to

Domingo Alonso
250 Valencia Avenue
Coral Gables, FL 33134
Phone: (305) 448-3898

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
C & M MEDICAL SYSTEMS, INC.**

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be: C & M Medical Systems, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7601 E Treasure Drive # 2116
North Bay Village, FL 33141

ARTICLE III- NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE THOUSAND (1000) shares of common stock having ONE DOLLAR (\$1.00) PAR VALUE

ARTICLE V - INITIAL REGISTERED AGENT

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Alexander M. Moreira
7601 E Treasure Drive # 2116
North Bay Village, FL 33141

ARTICLE VI - BOARD OF DIRECTORS

The number of Directors may be altered from time to time by by-laws adopted by the stockholder's. However, the Corporation shall have no less than (1) director at any time.

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ARTICLE VII - INITIAL DIRECTORS

The name and post office address of each member of the initial Board of Directors is:

President
Alexander M. Moreira
7601 E Treasure Drive # 2116
North Bay Village, FL 33141

ARTICLE VIII - PREEMPTIVE RIGHTS


Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, service, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

ARTICLE IX - INCORPORATOR(S)

The name and post office address of each incorporator executing these Articles of Incorporation is as follows:

President
Alexander M. Moreira
7601 E Treasure Drive # 2116
North Bay Village, FL 33141

THE UNDERSIGNED INCORPORATOR (S), for the purpose of forming a Corporation to do business in the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.



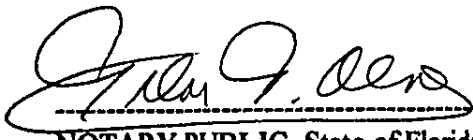
Alexander M. Moreira
President
State of Florida

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BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgments personally appeared,

Alexander M. Moreira
to me known to be the person (s) described as the incorporator(s) in the foregoing Articles of Incorporation, and he (she) acknowledged to me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, County and State above written this 23rd
day of Jan, 1997.




NOTARY PUBLIC, State of Florida

My commission expires:



PIAR P ALONSO
My Commission OC243366
Expires Jan. 20, 1998

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of laws applicable to said designation.



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