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FLORIDA DIVISION OF CORPORATIONS  
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FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: ADVANCE MEDICAL SYSTEMS, INC.

*Atlas Medical, Inc.*

AUDIT NUMBER.....H97000002043

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

CERT. OF STATUS..1

PAGES..... 4

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Eduardo Aguer~~

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TALLAHASSEE, FLORIDA

( CORRECTED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 4, 1997

CORPORATE CREATION

SUBJECT: ADVANCE MEDICAL SYSTEMS, INC.  
REF: W97000002815

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Dana Calloway  
Document Specialist

FAX Aud. #: H97000002043  
Letter Number: 497A00005876



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Morham**  
**Secretary of State**

February 5, 1997

**CORPORATE**

**SUBJECT: ATLAS MEDICAL, INC.**  
**REF: W97000002815**

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Dana Calloway  
Document Specialist

FAX Aud. #: E97000002043  
Letter Number: 797A00006044

H97000002043

**Articles of Incorporation  
of  
Atlas Medical, Inc.**

**Article I. Name**

The name of this Florida corporation is:  
Atlas Medical, Inc.

FILED  
97 FEB -5 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article II. Address**

The mailing address of the Corporation is:  
Atlas Medical, Inc.  
15476 N.W. 77th Court, Suite 187  
Miami FL 33016

**EFFECTIVE DATE**  
2-4-97

**Article III. Registered Agent**

The name and address of the registered agent of the Corporation is:  
Eduardo Aguero  
15476 N.W. 77th Court, Suite 187  
Miami FL 33016

**Article IV. Board of Directors**

The name of each initial member of the Corporation's Board of Directors is:  
Eduardo Aguero

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code #125)  
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective February 4, 1997

The undersigned incorporator executed these Articles of Incorporation on February 4, 1997

Corporate Creations International Inc.

By: Kara O'Donnell  
Kara O'Donnell Vice President

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code #125)  
Miami Beach FL 33139-6629  
(305) 672-0686

H97000002043

Date: February 4, 1997

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code #125)  
Miami Beach FL 33139-6629  
(305) 672-0686

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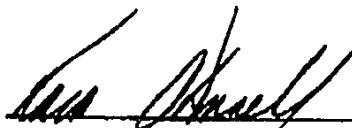
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:**  
Atlas Medical, Inc.

**REGISTERED AGENT:**  
Eduardo Aguero  
15476 N.W. 77th Court, Suite 187  
Miami FL 33016

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Eduardo Aguero  
by K. O'Donnell as attorney-in-fact

Date: February 4, 1997

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TALLAHASSEE, FLORIDA

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Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code #125)  
Miami Beach FL 33139-8629  
(305) 672-0888