

P97000014066

TRANSMITTAL

DIVISION OF CORPORATION
P. O. BOX 6327
TALLAHASSEE, FL 32314

RE: A+ MEDICAL SERVICES

Must Spell Out (T) Plus
PLEASE FIND ENCLOSED

000002075920--5
-02/03/97--01050--002
****131.25 ****131.25

- ARTICLES OF INCORPORATION FOR A+ MEDICAL SERVICES
- CHECK # 522

PLEASE NOTE THAT A CERTIFICATION OF STATUS IS REQUIRED

*Marie Wallace
8761 N. CRESCENT DR
MIRAMAR, FL 33025.*

FILED
97 FEB 13 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 5 1997 BSB

W97-2960

502



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 5, 1997

MARIE WALLACE
8761 N. CRESCENT DRIVE
MIRAMAR, FL 33025

SUBJECT: A+ MEDICAL SERVICES, INC.
Ref. Number: W97000002960

We have received your document for A+ MEDICAL SERVICES, INC. and check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The only way you can have this name is to spell out the (+) sign to (plus).

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 397A00006196

A PLUS MEDICAL SERVICES, INC.

Page 1

ARTICLES OF INCORPORATION
OF
A PLUS MEDICAL SERVICES, INC.

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97 FEB 13 AM 9:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to the articles of incorporation, natural persons competent to contract, hereby form a corporation under the state Florida.

ARTICLE I
NAME

The name of the corporation is A Plus Medical Services, Inc.

ARTICLE II
DURATION AND BEGINNING OF CORPORATION EXISTENCE

The corporation shall exist perpetually. The corporation existence shall commence as of the filing of the article of incorporation.

ARTICLE III
NATURE

The corporation is organized for the purpose of contracting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holder of common stock are entitled to on all questions required by law on the basic of one vote per share and there shall be no cumulative voting. Holder of the common stock shall not have preemptive to shares subscribe to the corporation securities.

ARTICLE V
REGISTERED AGENT

The name of the initial registered agent of this corporation is MARIE WALLACE. The Street Address of the registered office of the corporation in the state of Florida is 8761 N. CRESCENT DRIVE, MIRAMAR, FL 33025

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The corporation shall have one initial director. The number of directors may increased or decreased from time to time in the manner provided by the bylaws of the corporation.
The name and street address of the initial director :

MARIE WALLACE 8761 N. Crescent Dr., Miramar 33025

ARTICLE VII
INCORPORATION

The name and address of the incorporation of incorporator of these articles of incorporation is Marie Wallace, 8761 N. Crescent Drive, Miramar, 33025

ARTICLE VIII
INDEMNIFICATION

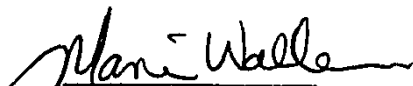
The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent, of another corporation, partnership, joint venture, trust, or other enterprise.

The corporation shall elect to be taxed a "small business corporation" for income tax purposes under the provision of section 1372 of the internal revenue code and property officers of the corporation be and the hereby authorized and directed to evidence such election by completing and filing form 2553 of the United States Treasury Department, Internal Revenue Service.

Executed by the undersigned as first directors of A Plus Medical Services, Inc., on the date indicated below:

NAME OF DIRECTOR

DATE OF EXECUTION


MARIE WALLACE

2-10-97

**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 section 48.091 and 607.034, Florida Statutes the following is
submitted:

First that A Plus Medical Services, Inc. is desiring to organize or qualify under the laws of
the state of Florida with its principal place of business at 8761 N. Crescent Drive, Miramar
Florida 33025 as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby 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.

Dated this 10th day of February 1997

BY Marie Wallace
MARIE WALLACE
Registered Agent

FILED
9 FEB 13 AM 9:39
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SUBCHAPTER S ELECTION RESOLUTION

Resolved, that the corporation elects to become a small business concern under subchapter S of the Internal Revenue Service Center in Atlanta, Georgia and the president of the corporation is authorize to execute said election form, which shall be also be executed by all of the shareholders of the corporation evidencing their consent to the said election.

ISSUANCE OF INITIAL SHARES

a) ACKNOWLEDGEMENT OF SUBSCRIPTION: The corporation hereby acknowledges that subscription were received by it and are hereby accepted by it from the persons in the amount and for the consideration set forth below:

SUBSCRIBER	NUMBER OF SHARES SUBSCRIBED FOR	CONSIDERATION
MARIE WALLACE	100	\$1.00

b) PAYMENT OF SUBSCRIPTION: The officers of the corporation are hereby authorized call for payment of such subscriptions and issues shares evidenced by properly executed stock certificated against receipt of the subscription prices.

b) NON-ASSESSABILITY: On receipt of the subscription price from each subscriber and the issuance of shares to him or her, such shares will be validly authorized and issued, fully paid and non-assessable.

d) ALLOCATION OF PROCEEDS: Of the consideration received by the corporation for the capital stock to be issued here under, one dollar (\$1.00) shall be allocated to the capital stock account of the corporation for each share issued and balance shall be allocated to the paid surplus account.

b) DESIGNATION OF BANK DEPOSITORY: The treasurer of the corporation is authorizes to open on behalf of the corporation such accounts as he deems necessary or appropriate at any commercial bank and to endorse any check, draft notes orders and bills of exchange payable to or otherwise to the property of the corporation; to deposit them in such , and to draw and sign checks on such accounts in the name of the corporation. The Board of Directors hereby adopts any resolution required by such bank in connection with this designation as depository, provided the president of the corporation instructs the secretary in writing to insert as a appendix to this consent a copy of such resolution, which shall there upon be deemed to have been adopted by the Board of Directors.

AMENDMENT

This corporation reserves the right to amend or repeal any prior provision contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF THE UNDERSIGNED INCORPORATORS HAS
EXECUTED THESE ARTICLES OF INCORPORATION, THE
10th DAY OF February 1997


MARIE WALLACE