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P47000019016

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

100002095691--7
-02/24/97--01105--003
*****70.00 *****70.00

RE: NATIONAL SLEEP CONSULTANTS, INC.

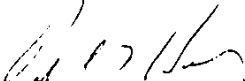
Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation and Acceptance of Registered Agent of the subject corporation. Please file the original and return a copy to the undersigned.

Also enclosed is our check in the amount of \$70 to cover your filing fee.

Thank you for your assistance in this matter.

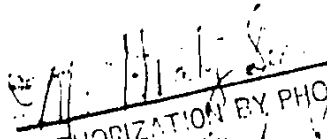
Sincerely,

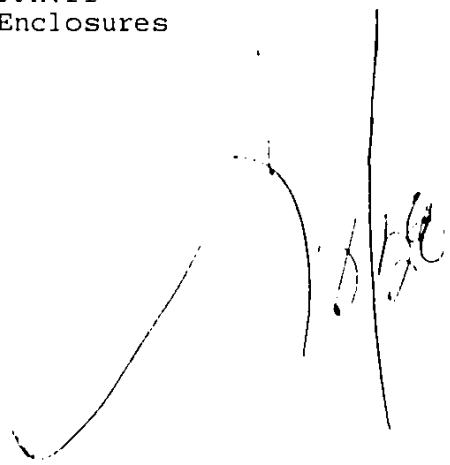

Patrick F. Healy

PFH:rr
Enclosures

FILED
FEB 24 1997
FBI - TAMPA

97 FEB 24 PM 3:31


GAVE
AUTHORIZATION BY PHONE TO
CORRECT _____
DATE 2/13/97
LOC. EXAM [Signature]



ARTICLES OF INCORPORATION
OF
NATIONAL SLEEP CONSULTANTS, INC.

FILED
97 FEB 24 PM 3:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being natural persons, do hereby act as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is NATIONAL SLEEP CONSULTANTS, INC.

ARTICLE II

The existence of the corporation shall begin on the filing of these articles.

ARTICLE III

The street address of the principal office of the corporation is 145 Waters Edge Lane, Indialantic, Florida 32903.

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is 1,000, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the corporation's *Principal* office is 145 Waters Edge Lane, Indialantic, Florida 32903. The initial registered agent for the corporation is PATRICK F. HEALY, ESQ., 700 S. Babcock Street, Suite 400, P. O. Box 2523, Melbourne, Florida 32902-2523.

ARTICLE VI

The initial board of directors shall consist of one (1) minimum member, maximum five (5) members. The names and addresses of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>	
Michael B. Miller, MD	145 Waters Edge Lane Indialantic, FL 32903	President
Larry D. Bedwell	P. O. Box 500146 Malabar, FL 32950-0146	Treasurer
Anne Marie Barker	2194 Sans Souci Ave., SE Palm Bay, FL 32909	Secretary

ARTICLE VII

The names and addresses of the persons signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>	
Michael B. Miller, MD	145 Waters Edge Lane Indialantic, FL 32903	President
Larry D. Bedwell	P. O. Box 500146 Malabar, FL 32950-0146	Treasurer
Anne Marie Barker	2194 Sans Souci Ave., SE Palm Bay, FL 32909	Secretary

ARTICLE VIII

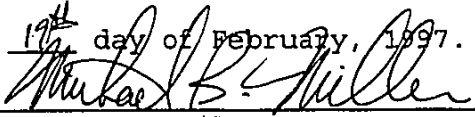
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

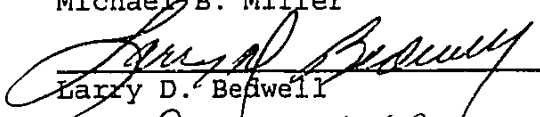
ARTICLE IX

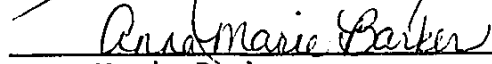
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind which he already holds, shall have the

right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 19th day of February, 1997.


Michael B. Miller


Larry D. Bedwell


Anne Marie Barker

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for NATIONAL SLEEP CONSULTANTS, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Patrick F. Healy, Esq.

Date: February 19, 1997

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FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA