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March 3, 1997

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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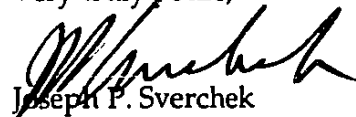
Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Pro Med Plus, Inc. together with a check for the filing fee in the amount of \$122.50.

I am also enclosing an additional copy of these articles so that a certified copy may be returned to me.

Thank you for your assistance.

Very truly yours,


Joseph P. Sverchek

JPS/mc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-11-97
TB

**ARTICLES OF INCORPORATION
OF
PRO MED PLUS, INC.**

A FLORIDA CORPORATION

The undersigned, acting as Incorporator of Pro Med Plus, Inc., a Florida Corporation (the "Corporation"), pursuant to the laws of Florida, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Pro Med Plus, Inc. and the street address of the initial principal office of the Corporation is 9821 Riverside Drive, Coral Springs, Florida 33071.

ARTICLE II

PURPOSE

The Corporation is organized for transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of One Cent (\$0.01) par value Common Stock.

ARTICLE IV

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) Directors to hold office until their successor(s) shall have been duly elected and qualified at the first Annual Meeting of Shareholders or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The names and addresses of the initial Directors of the Corporation are:

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FILED
STATE
FLORIDA

NAME

ADDRESS

Bonnie Turtz

429 NW 108 Avenue
Coral Springs, Florida 33071

Jill Weiner

9821 Riverside Drive
Coral Springs, Florida 33071

Karen Stein

Fpe. Aguilas No. 16-1
Tecamachalco Cp. 53950
Mexico DF, Mexico

ARTICLE V

REGISTERED AGENT

The name and address of the initial Registered Agent of the Corporation are:

Joseph P. Sverchek, Esquire
Suite 102
3000 NE 30th Place
Fort Lauderdale, Florida 33306


ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation are:

Joseph P. Sverchek, Esq.
PO Box 56-1956
Miami, Florida 33256-1956

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of March, 1997.




Joseph P. Sverchek
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Pro Med Plus, Inc. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity.

I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.

Date: March 3, 1997



Joseph P. Sverchek
Initial Registered Agent

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