

P97000024075

C.I.D.E.S.A, INC.
151 Majorca Avenue, Suite C
Coral Gables, FL 33134
(305) 444-8333

March 5th, 1997

Secretary of State
Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

600002112026--0
-03/12/97--01137--010
*****490.00 *****122.50

Re: **MED HELP CORPORATION**

Dear Sirs:

We are enclosing the following:

- 1) Articles of Incorporation of the subject company, duly executed.
- 2) Check for \$ 122.50 covering:

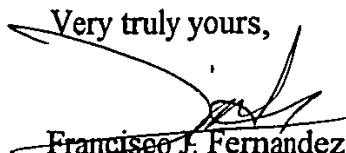
Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	
Designation	35.00

	<u>\$ 122.50</u>

FILED
97 MAR 12 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your assistance.

Very truly yours,


Francisco J. Fernandez

F. GONZALEZ MAR 18 1997

**CERTIFICATE OF INCORPORATION
OF
MED HELP CORPORATION**

FILED
97 MAR 12 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby subscribes this certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, subject to the following provisions:

ARTICLE ONE

The name of the Corporation shall be
MED HELP CORPORATION

ARTICLE TWO

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

ARTICLE THREE

The maximum number of shares of stock which the corporation will have outstanding at any time shall be 500 shares of common stock of \$1.00 par value per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

The corporation shall begin business with a minimum capital in the amount of \$ 500.00 (FIVE HUNDRED 00/100 dollars).

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

Initially the principal office of the corporation shall be located at 151 Majorca Avenue, Coral Gables, FL 33134.

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, whose members need not be stockholders of the corporation. Originally there will be one director. The number of directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The name and post office address of the member of the first Board of Directors and officer who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified is as follows:

BOARD OF DIRECTORS

Valdevino Dias
Chairman-Director

151 Majorca Avenue, Suite C
Coral Gables, FL 33134

ARTICLE NINE

The name and post office address of the officer of
this corporation is :

Valdevino Dias
President, Treasurer & Secretary

151 Majorca Avenue, Suite C
Coral Gables, FL 33134.

ARTICLE TEN

The name and post office address of each subscriber to
these Articles of Incorporation is :

Francisco J. Fernandez
151 Majorca Avenue, Suite C
Coral Gables, FL 33134.

ARTICLE ELEVEN

This corporation shall have full power to carry on and
transact each or all of the businesses enumerated in Article Two
of this Certificate, and shall have all the general and additional
powers now and hereafter conferred upon it by law.

ARTICLE TWELVE

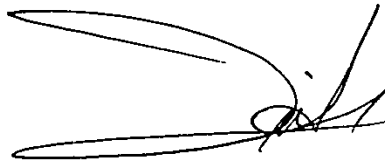
This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly said, subject to call thereon until the whole thereof shall have been paid.

ARTICLE THIRTEEN

Upon election of a Board of Directors by the stockholders such Board shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as the by-laws of the Board of Directors provide. All holders of common stock shall have the same rights whether their shares be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE FOURTEEN

This corporation shall designate Gabriel Prats, with offices located at 151 Majorca Avenue, Suite C, Coral Gables, FL 33134. as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by state law.
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set their hand and affixed their seal on this fifth day of March of 1997.




Francisco J. Fernández

STATE OF FLORIDA
COUNTY OF DADE

Before me , the undersigned authority, duly authorized
to administer oaths and take acknowledgments, personally appeared
FRANCISCO J. FERNANDEZ who first having been duly sworn,
executed the foregoing Certificate of Incorporation of :
MED HELP CORPORATION freely and voluntarily for the purpose
therein expressed.

IN WITNESS WHEREOF, I have hereunto set my
and official seal at Coral Gables, Dade County, Florida this fifth day of
March of 1997.



Rene Medina -Notary Public-
State of Florida at large
My Commission Expires



R. MEDINA
COMMISSION # CC 488659
EXPIRES MAY 31, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

Personally known X

Type of Identification produced _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 49.091, Florida Statutes, the
following is submitted, in compliance with said act:

MED HELP CORPORATION desiring to organize under
the laws of Florida with its principal office, as indicated in the
Articles of Incorporation as the city of Miami, County of Dade
State of Florida has named **GABRIEL PRATS** with offices
at 151 Majorca Avenue, Coral Gables, FL 33134.

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I hereby accept to
act in this capacity, and agree to comply with the provision of said Act
relative to keeping open said office.



GABRIEL PRATS

97 MAR 12 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED