

P970000027092

FEINGOLD & KAM
ATTORNEYS AT LAW

Republic Security Bank Building
603 Village Boulevard, Suite 302
West Palm Beach, Florida 33409
561-686-1995

FILED
97 DEC 22 PM 12:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

December 18, 1997

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

200002379142--7
-12/22/97--01070--008
*****35.00 *****35.00

Re: Men's Medical Centers of America, Inc.

Dear Sir/Madam:

Enclosed please find Amended and Restated Articles of Incorporation for Men's Medical Centers of America, Inc., the designation of a registered agent for service of process and a filing fee check in the amount of \$35.00.

Kindly file the same with the Secretary of State. You will also find enclosed copy of same for which it is requested you please stamp to show that they were filed and mail back in the enclosed stamped envelope.

Very truly yours,

David Feingold

David J. Feingold, Esq.
Dictated/Not Read

DJF:is
Encls.

*D. J. Feingold, Esq. gave
Authorization to add date
of Adoption 1/5 GB
Also to correct name in
Art. I of The Doc. 1/6*

Amended & Restated Art. ~~1~~

~~VG~~ JAN 6 1998

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

MEN'S MEDICAL CENTERS OF AMERICA, INC.

FILED

97 DEC 22 PM 12:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I - Name

The name of the corporation is Men's Medical Centers of America, Inc. (hereinafter the "Corporation").

Article II - Principle Office

The principle office of the Corporation is located at 10400 Griffin Road, Suite 208, Cooper City, Florida 33328.

Article III - Authorized Shares

The Corporation is authorized to issue twenty five million shares of common stock with a par value of \$.01 per share and two hundred thousand warrants convertible into shares of common stock. All shares issued prior to this date are hereby cancelled and shares will be reissued pursuant to the agreement of all shareholders as reflected in the minutes of the special meeting of the board of directors and shareholders which took place simultaneously with the adoption of these amended and restated articles.

Article IV - Initial Registered Agent

The street address of the initial registered agent shall be at the principle office of the Corporation as listed in Article II herein and the name of the registered agent shall be Kathryn Galantini as evidenced in the certificate filed pursuant to Florida

Statute 607.0501(3).

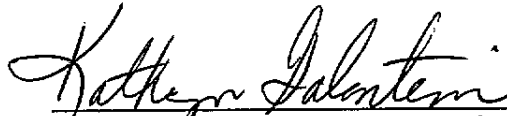
Article V - Incorporator and Chairman of the Board

The name and address of the person signing these Articles of Incorporation is Kathryn Galantini, 10400 Griffin Road, Suite 208, Cooper City, Florida 33328 and Kathryn Galantini shall hold the title of Chairman of the Board and President of the Corporation. The officers and directors of the Corporation may be increased or decreased from time to time as provided in the Bylaws of the Corporation.

Article VI - Restatement

This Restatement does require shareholder approval and the number of votes cast for this amendment by the shareholders was sufficient for approval and there was not in excess of one voting group entitled to vote on this amendment. Date of adoption was the 17th day of December, 1997.

IN WITNESS WHEREOF, the undersigned incorporator and President of the Corporation has executed these Amended and Restate Articles of Incorporation this 17 day of Dec., 1997.


Kathryn Galantini, President of
Men's Medical Centers of
America, Inc

DESIGNATION OF REGISTERED AGENT FOR SERVICE
OF PROCESS PURSUANT TO FLORIDA STATUTE
607.0501(3)

Men's Medical Centers of America, Inc. (the "Corporation") appoints Kathryn Galantini as the registered agent to accept process on behalf of the Corporation and that by affixing my signature hereunder, I, Kathryn Galantini agree to accept service on behalf of the Corporation at 10400 Griffin Road, Suite 208, Cooper City, Florida 33328 and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the duties and obligations of a registered agent as set forth in Florida Statute 607.

In Witness Whereof I have executed this document this
15 day of 12, 1997.

A handwritten signature in cursive script, appearing to read 'Kathryn Galantini', written over a horizontal line.

Kathryn Galantini