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LAW OFFICES

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OF COUNSEL
ELK BANKIER PALMER & CHRISTU

TELEPHONE (561) 750-0700
FAX (561) 750-0302

March 27, 1997

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

RE: HEALTH EXPRESS, INC.

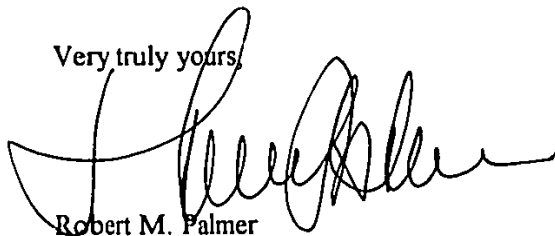
Gentlemen:

Enclosed please find the following for filing:

1. Original and one copy of Articles of Incorporation for the above.
2. Our check for \$122.50 to cover the filing fee.

Please return a certified copy of the Articles to the undersigned together with the Certificate of Incorporation.

Very truly yours,



Robert M. Palmer

RMP/kdsh
Enc.

FILED
97 APR - 1 AM 9:34
TALLAHASSEE, FLORIDA

P. CHITREWS APR 5 1997

**ARTICLES OF INCORPORATION
OF
HEALTH EXPRESS, INC.**

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be:

HEALTH EXPRESS, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

1263 N.W. 127TH DRIVE
SUNRISE, FL 33323

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any time is:

1,000

**ARTICLE IV
INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Robert M. Palmer
4800 N. Federal Highway, Suite 200-E
Boca Raton, FL 33431

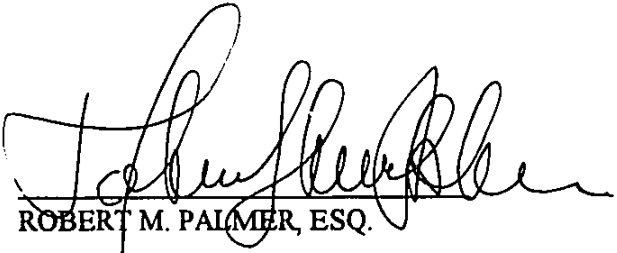
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TALLAHASSEE, FLORIDA

**ARTICLE V
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Robert M. Palmer
4800 N. Federal Highway, Suite 200-E
Boca Raton, FL 33431

The undersigned has executed these Articles of Incorporation this 27th day of March
1997.


ROBERT M. PALMER, ESQ.

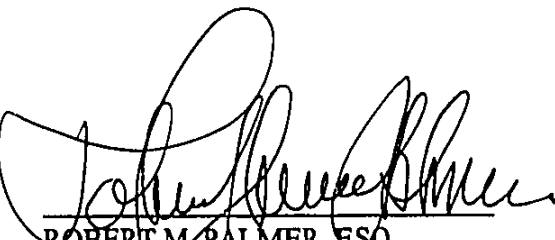
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

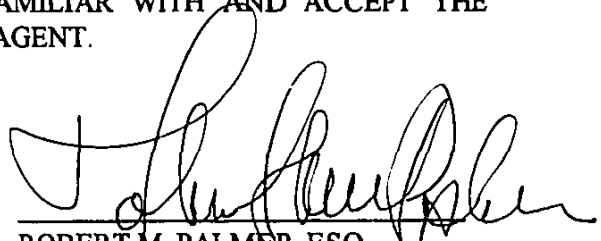
Health Express, Inc.
2. The name and address of the registered agent and office is:

Robert M. Palmer
4800 N. Federal Highway, Suite 200-E
Boca Raton, FL 33431


ROBERT M. PALMER, ESQ.

March 27, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



ROBERT M. PALMER, ESQ.

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97 APR - 1 AM 9:34
TALLAHASSEE, FLORIDA