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BARAQUE & HEINISH

ATTORNEYS AT LAW
20 WEST 29TH STREET
SECOND FLOOR
HIALEAH, FLORIDA 33012-5702

GEORGE J. BARAQUE, C.P.A.*
MARK M. HEINISH**

TELEPHONE: (305) 884-1711
FACSIMILE: (305) 884-1752

*ALSO ADMITTED IN NEW YORK, DIST. OF COLUMBIA AND GEORGIA
**ALSO ADMITTED IN NEW YORK

April 7, 1997

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

700002139207--4
-04/10/97--01058--017
*****87.50 *****87.50

Re: QUALITY MEDICAL SERVICES, INC.

Please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$87.50 to cover the filing fees and registration of agent for service of process.

From: George J. Baraque, Esq.
20 West 29th Street
Second Floor
Hialeah, Florida 33012
(305) 884-1711

Sincerely,


George J. Baraque, Esq.

GJB/acc
A:QUALITYM.SOP

APR 16 1997

FILED
97 APR 10 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

QUALITY MEDICAL SERVICES, INC.

ARTICLE I NAME

The name of the corporation shall be:

QUALITY MEDICAL SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

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

5735 N.W. 111 Terrace
Hialeah, Florida 33012

ARTICLE III PURPOSE OF CORPORATION

To engage in any lawful purpose or purposes permitted by Florida Statutes.

ARTICLE IV NUMBER AND ELECTION OF DIRECTORS

The number and manner of election of the members of the Board of Directors shall be as provided in the bylaws.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Adael Castro
5735 N.W. 111 Terrace
Hialeah, Florida 33012

ARTICLE VI INCORPORATOR

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

Adael Castro
5735 N.W. 111 Terrace
Hialeah, Florida 33012

ARTICLE VII CAPITAL STOCK

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

1,000,000 shares of .00 cents par value (no par).

The undersigned has executed these Articles of Incorporation this 7 day of APRIL 1997.



Signature/Title

FILED
97 APR 10 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statements in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

QUALITY MEDICAL SERVICES, INC.

2. The name and address of the registered agent and office is:

Adael Castro
5735 N.W. 111 Terrace
Hialeah, Florida 33012

Adael Castro
SIGNATURE

PRESIDENT
TITLE

APRIL 7, 1997
DATE

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 accept to act in this capacity. Further agree to comply with the provisions of all status relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Adael Castro
Adael Castro

April 7, 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR 10 AM 8:24

FILED