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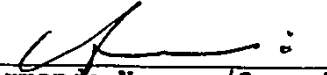
March 31st, 1997.

Department of State
Division of Corporation
P. O. Box 6327
Tallahassee, Fl. 32314

Re: A & G Professional Services, Inc.

Enclosed please find the original and one (1) copy of the
articles of incorporation for the above corporation and a check for
\$122.50.

From:


Armando Negron/Secretary
417 SW Carlton St.
Wauchula, Fl. 33873

FILED
97 APR 21 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

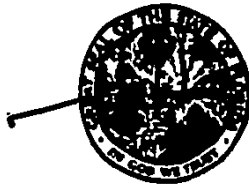
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 4, 1997

ARMANDO NEGRON
417 SW CARLTON SE
WAUCHULA, FL 33873

SUBJECT: A & G PROFESSIONAL SERVICES, INC.
Ref. Number: W97000007860

We have received your document for A & G PROFESSIONAL SERVICES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley

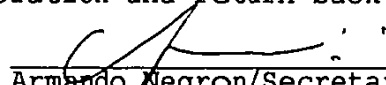
March 31st, 1997.

Department of State
Division of Corporation
P. O. Box 6327
Tallahassee, Fl. 32314

Re: A & G Medical and Professional Services, Inc.

Enclosed please find the original and one (1) copy of the new and revised articles of incorporation for the above corporation and also be advised that we have a change on the number of incorporator. Mr. Gilberto Sanchez decided not to be part of this corporation and return back to his home town in Texas.

From:


Armando Negron/Secretary
22 W. Highway 60
Lake Wales, Fl. 33853

ARTICLE OF INCORPORATION

OF

A & G MEDICAL AND PROFESSIONAL SERVICES, INC.

FILED

97 APR 21 AM 8:52

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

FIRST: The name of this corporation is **A & G MEDICAL AND PROFESSIONAL SERVICES, INC..**

SECOND: The general nature of the business of businesses to be transacted by this Corporation, together with and addition to those power conferred by the laws of Florida and the United State of America and principles of common law upon corporations organized under and by virtue of the Florida and the United States of America and the principles of common law upon corporation organized under by virtue of the laws of Florida is the following, viz:

To engage in providing professional, medical and allied health services.

To take, own, hold, deal in, mortgage or otherwise give liens against, and to lease, sell, exchange, transfer or in any manner whatever, to dispose of real property within or without the state of Florida, wherever situated;

To purchase or otherwise acquire in any lawful manner and to hold, own, mortgage, pledge or otherwise to give liens, against, lease, sell, assign, transfer, or in any manner dispose of, deal in and trade with and invest in goods, wares and merchandise and property of any kind and class, both within the State of Florida and without said State.

To negotiate, purchase, hold and transfer title to both tangible and intangible personal property, both for itself and as agent for others; and to collect commissions, fees or other remuneration in connection therewith;

To sell and distribute any articles which the Board of Directors or Stockholders of this Corporation sees fit to manufacture, sell or distribute, and to operate maintenance and repair business in connection with or related thereto;

To acquire the good will, rights and property, and the whole, or any part of the assets, tangible and intangible, of any person, firm or corporation; and to undertake, and assume the intangible, of any person, firm or corporation, to pay for the good will, rights, property and assets in cash, stock of this Corporation, bonds or otherwise, or by undertaking the whole, or any part, of the property so purchased; to conduct in any lawful manner the whole, or any part, of such business so acquired; and to exercise all powers necessary or convenient in and about the conduct and management of the acquired business;

To undertake and carry out the incorporation, consolidation, organization, reorganization, reconstruction, administration, liquidation, financing of financial readjustment or any corporation formed, or to be formed, or of any undertaking, business, affairs or interest, and to transact any business necessary or incidental thereto;

To apply for, purchase, register, or in any manner to acquire and hold, own, use, operate and introduce, sell, lease, assign, pledge or in any manner dispose of, or otherwise deal with patents, patent rights, licenses, copyrights, trademarks, trade names; and to acquire, own, use or in any manner dispose of any and all inventions, improvements, processes, label, designs, brands, or other

rights, and to work, operate, or develop them, and carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them;

To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, municipality, body politic, territory, state, government, or any dependency thereof;

To borrow money, issue notes, bonds, debentures, or other obligations or evidences of indebtedness, whether secured by mortgages, pledges or otherwise, without limit as to the amount for the purpose of business; and to secure the same by mortgages, pledges or otherwise;

To join or enter into partnership agreements, cooperative agreements or agreements for a joint enterprise, with any person, firms, associations or corporations, and to engage in and carry on any business as a partner in a partnership that the Corporation is authorized to engaged in.

THIRD: The maximum number of shares of stock that his Corporation is authorized to have outstanding at one time is Twenty Thousand (20,000) shares of common stock having a par value of One Dollars (\$1.⁰⁰) per share.

FOURTH: The amount of capital with which this Corporation will begin business is Three thousand and 00/100 dollars (\$3,000.⁰⁰).

FIFTH: This Corporation is to exist perpetually.

SIXTH: The initial street address of the principle office of this Corporation in the State of Florida is 22 W. Highway 60, Lake Wales, Florida, 33853.

SEVENTH: This Corporation shall have Four (4) Directors initially. The number of Directors may be increased from time to time by By-Laws adopted by the Stockholders, but shall never be less than one (1).

EIGHT: The name and street address of member of the first Board of Directors, Incorporators and Subscriber to these Article of Incorporation are:

Armando Negron

**1375 Bramblewood Dr.
Lakeland, Florida 33811**

NINTH: Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class or series as which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

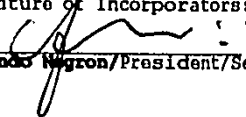
TENTH: A majority of shares entitled to vote, represented in persons or by proxy, shall constitute a quorum at a meeting of shareholders. When a specified item of business is required to be voted on by class or series shall constitute a quorum for the transaction of such item of business by class or series. If a quorum is present; the affirmation vote of the majority of the shares represented at the meeting is entitled to vote on the subject matter shall be an act of the shareholders unless otherwise provided by law. After a quorum has been established at a shareholders meeting, the subsequent withdrawal of shareholders, as to reduce the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof;

ELEVENTH: The Registered Agent and his address for service of process of this Corporation is **Armando Negron**, 22 W. Highway 60, Lake Wales, Florida, 33853.

ARTICLE 17: These Article of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to a majority of stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made.

The undersigned incorporators have executed theses Articles of Incorporation this 31st day of March of 1997.

Signature of Incorporators:


Armando Wagon/President/Secretary

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

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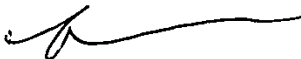
**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned Corporation, organized under the laws 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 : A & G Medical and Professional Services, Inc.
2. The name and address of the registered agent and office is:

**Armando Negron
22 W. Highway 60
Lake Wales, Fl. 33853**

Signature:



Title:

President/CEO

Date:

4/12/1997

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO PROPER AND COMPLETE PERFORMANCE OF MY DUTIES,
AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325
FLORIDA STATUTES.**

SIGNATURE:



DATE:

4-12-1997