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KELLEY, HERMAN & MILLS
LAWYERS

PATRICK G. KELLEY
BRUCE K. HERMAN
RICHARD A. MILLS, III
JEFFREY B. SMITH

SUITE 206
1401 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301
AREA CODE 954
TELEPHONE 462 7806
TELEFAX 522 0396

May 2, 1997

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

700002165807--8
-05/05/97--01077--008
****122.50 ****122.50

RE: Osprey, Inc.

Gentlemen:

Enclosed you will find duplicate original of the Articles of Incorporation for Osprey, Inc. for filing by the Secretary of State in accordance with the Florida General Corporation Act. You will also find enclosed a check payable to the Department of State in the amount of \$122.50 representing the fee for filing of same.

Please mail a certified copy of the Articles of Incorporation to Patrick G. Kelley, Esq., 1401 E. Broward Blvd., Suite 206, Ft. Lauderdale, FL 33301.

Thank you for your assistance in this matter.

Very truly yours,

Carol A. Carlsen
Carol A. Carlsen
Legal Assistant

/cc
Enclosures

MAY 8 1997 BSB

W97-106417

MAY 28 1997

RECEIVED
MAY 21 AM 8:55
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 8, 1997

KELLEY, HERMAN & MILLS
1401 EAST BROWARD BLVD.
SUTIE 206
FORT LAUDERDALE, FL 33301

SUBJECT: OSPREY, INC.
Ref. Number: W97000010647

We have received your document for OSPREY, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 197A00024577

ARTICLES OF INCORPORATION
OF
OSPREY MEDICAL INVESTORS, INC.

FILED
97 MAY 27 AM 8:55
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is OSPREY MEDICAL INVESTORS, INC.

ARTICLE II

This corporation shall exist in perpetuity.

ARTICLE III

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V

The street address of the initial registered office of this corporation is 1401 E. Broward Blvd., Ft. Lauderdale, FL 33301 and the name of the initial registered agent of this corporation at that address is: Patrick G. Kelley. The principal office of this corporation is located at 3383 S. W. 11th Ave., Ft. Lauderdale, FL 33315.

ARTICLE VI

This corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Bruce D. Andersen
3383 S. W. 11th Ave.
Ft. Lauderdale, FL 33315

Donald B. Andersen
3383 S. W. 11th Ave.
Ft. Lauderdale, FL 33315

Sally J. Andersen
3383 S. W. 11th Ave.
Ft. Lauderdale, FL 33315

C. Wesley Andersen
3383 S. W. 11th Ave.
Ft. Lauderdale, FL 33315

Stephen M. Fillette
3383 S. W. 11th Ave.
Ft. Lauderdale, FL 33315

ARTICLE VII

vested in the Board of Directors.

ARTICLE IX

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 23 day of May, 1997.



Donald B. Andersen

STATE OF FLORIDA
COUNTY OF BROWARD

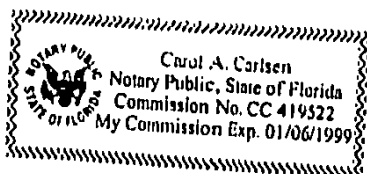
BEFORE ME, the undersigned authority, personally appeared Donald B. Andersen, to me well known and known to me to be the individual described in and who executed the foregoing instrument as subscribed thereto.

May WITNESS my hand and official seal this 23 day of _____, 1997.



NOTARY PUBLIC

My Commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT OSPREY MEDICAL INVESTORS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF FORT LAUDERDALE, STATE OF FLORIDA, HAS NAMED

PATRICK G. KELLEY
1401 E. BROWARD BLVD., #206
FT. LAUDERDALE, FL 33301

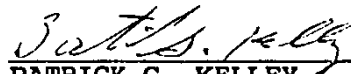
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



DONALD B. ANDERSEN

ACCEPTANCE

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 THE PROPER PERFORMANCE OF MY DUTIES.



PATRICK G. KELLEY
Registered Agent

FILED
MAY 27 AM 8:55
TALLAHASSEE, FLORIDA