

9971000050942

LAW OFFICES of
L. VAN STILLMAN

301 Yamato Road
Suite 1200
Boca Raton, Florida 33431
(561) 989-8400

June 6, 1997

200002205612--9
-06/09/97--01067--013
****122.50 ****122.50

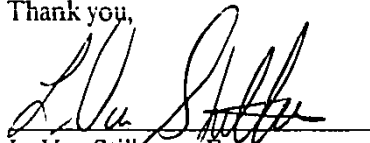
TO: Corporations

RE: Medsource Management, Inc.

Enclosed is a check for \$122.50 to cover the filing costs for this corporation. Please forward the Certificate of Incorporation and one stamped in copy of the articles to:

L. Van Stillman, ESQ.
301 Yamato Road
Suite 1200
Boca Raton, Florida 33431

Thank you,


L. Van Stillman, Esq.

FILED
CLERK OF STATE
CORPORATIONS
JUN 10 1997

6/10/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN - 2 11 05

ARTICLE I

MEDSOURCE MANAGEMENT, INC.

The existence of the corporation shall begin on the date of the filing of these Articles.

The street address of the principal office of the Corporation is:

ARTICLE IV

The total number of shares of capital stock which the Corporation has the authority to issue in One Hundred Thousand(100,000). The total number of shares of common stock which the Corporation is authorized to issue is Seventy Five Thousand (75,000) and the par value of each share of such common stock is one cent (\$.01) for an aggregate par value of Seven Hundred Fifty (\$750.00) Dollars. The total number of shares of preferred stock which the Corporation is authorized to issue is Twenty Five Thousand (25,000) and the par value of each share of such preferred stock is one cent (\$.01) for an aggregate par value of Two Hundred Fifty (\$250.00) Dollars. The voting powers,

designations, preferences and relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions, if any, of the preferred stock, in one or more series, shall be fixed by one or more resolutions providing for the issuance of such stock adopted by the Corporation's board of directors (the "Board of Directors"), in accordance with the provisions of the General Corporation Law of the State of Florida and the Board of Directors is expressly vested with authority to adopt one or more such resolutions.

ARTICLE V

The initial street address of the Corporation's registered office is:

301 Yamato Road
Suite 1200
Boca Raton, Florida 33431

The initial registered agent for the Corporation at that address is: L. Van Stillman, Esq.

ARTICLE VI

The initial board of directors shall consist of One member. The names and address of the person(s) who will serve on the initial board of directors are:

Name	Address
Yolanda Velazquez	301 Yamato Road, Boca Raton, Florida

ARTICLE VII

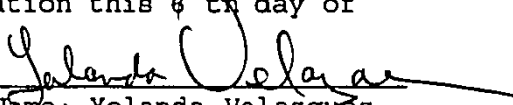
The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Yolanda Velazquez	301 Yamato Road, Boca Raton, Florida

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has
executed these articles of incorporation this 6th day of
June, 1997.


Name: Yolanda Velazquez

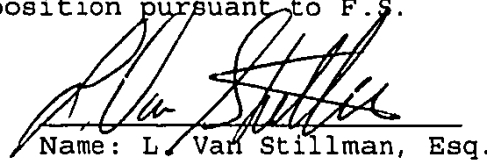
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCEPTANCE OF REGISTERED AGENT

97 JUN 10 10 00 AM

Having been named to accept service of process for

• **MEDSOURCE MANAGEMENT, INC.** at the place designated in the
articles of incorporation, the undersigned is familiar with and
accepts the obligations of that position pursuant to F.S.
607.0501(3).



Name: L. Van Stillman, Esq.

Date: June 6th, 1997