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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 443046 7109645

AUTHORIZATION :

*Patricia Pizant*

COST LIMIT : \$ 122.50

ORDER DATE : June 26, 1997

ORDER TIME : 11:57 AM

ORDER NO. : 443046-005

700002227137--6

CUSTOMER NO: 7109645

CUSTOMER: Stan M. Krawetz, Esq  
STANLEY M. KRAWETZ, P.A.

Suite 302  
1819 Main Street  
Sarasota, FL 34230

DOMESTIC FILING

NAME: MED FUTURES MARKETING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

RECEIVED  
97 JUN 30 PM 4:11  
DIVISION OF CORPORATION

84 JUN 30 1997

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ARTICLES OF INCORPORATION  
OF  
MED FUTURES MARKETING, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MED FUTURES MARKETING, INC.

The address of the principal office of this corporation shall be 265 187th Street, Golden Shores, Florida 33160 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having \$10.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

#### ARTICLE VI. RESTRICTION ON NEW STOCK

No new corporate shares of any class shall be authorized or issued without the express written unanimous consent of the shareholders. Minority shareholders shall consent to authorization and issuance of additional shares where minority interest are satisfactorily protected from dilution of their interest without requirement of additional consideration for such protection.

#### ARTICLE VII. STOCK TRANSFER RESTRICTION

No shareholder shall sell, assign, transfer, pledge, hypothecate, or otherwise in any manner alienate or in any way dispose of any shares of the capital stock of the corporation unless such shares shall first have been offered to the corporation by written offer personally served upon the entire board of directors of the company. The corporation shall have the exclusive right and option, within forty-five days after receipt of such written offer of sale, to purchase such shares from such offering shareholder at a price set by the Corporation's certified public accountant. This appraisal shall be based upon an audit of the company's books and the purchase price shall not include good will.

ARTICLE VIII. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company on June 26, 1997.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

SKD/rww