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TAX DEPOT

FILED

10097B West Oakland Park Blvd.

Sunrise, Florida 33351

(954) 748-8655

FRANK D. DEMARIA
President

97 JUN 30 AM 9:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 26, 1997

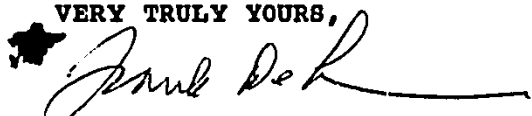
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Subject: SUNSTATE MEDICAL, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Certificate of Designation Registered Agent and Registered Office, and a check for \$70.00.

From: FRANK DE MARIA
TAX DEPOT
10097B W. OAKLAND PARK BOULEVARD
SUNRISE, FLORIDA 33351
TELEPHONE: (305) 748-8655

VERY TRULY YOURS,


FRANK DE MARIA

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7/1/97

ARTICLES OF INCORPORATION

OF

SUNSTATE MEDICAL, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME OF CORPORATION

The name of the corporation is **SUNSTATE MEDICAL, INC.**

ARTICLE TWO

PRINCIPAL OFFICE

The principal office of the corporation will be 3529 N. PINE ISLAND ROAD, SUNRISE, FLORIDA 33351.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

INITIAL CAPITAL

The amount of initial capital with which this corporation shall begin business shall be five hundred (\$500.00) dollars.

ARTICLE FIVE

SHARES

The aggregate number of shares which the corporation has authority to issue is 5,000 shares, all of which shall be common shares and shall have a par value of one (\$1.00) dollar.

ARTICLE SIX

TERM OF EXISTENCE

The duration of this corporation is perpetual.

ARTICLE SEVEN

INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is RUSSELL POSNER. The street address of the initial registered office is 3529 N. PINE ISLAND ROAD, SUNRISE, FLORIDA 33351.

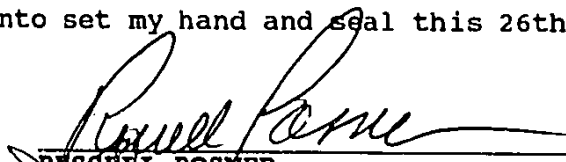
ARTICLE EIGHT


INCORPORATORS

The name and address of the Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
<u>RUSSELL POSNER</u>	3529 N. PINE ISLAND ROAD SUNRISE, FLORIDA 33351
<u>IRA STRICKMAN</u>	3529 N. PINE ISLAND ROAD SUNRISE, FLORIDA 33351

In witness whereof, I have hereunto set my hand and seal this 26th day of June, 1997.



RUSSELL POSNER


IRA STRICKMAN

CERTIFICATE OF DESIGNATION OF

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REGISTERED AGENT AND REGISTERED OFFICE

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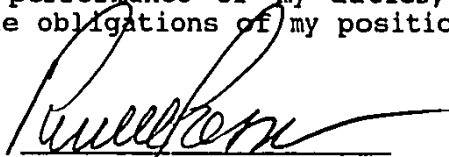
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organizing under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is: SUNSTATE MEDICAL, INC.

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

RUSSELL POSNER
3529 N. PINE ISLAND ROAD
SUNRISE, FLORIDA 33351

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



RUSSELL POSNER
REGISTERED AGENT
JUNE 26TH 1997

DATE