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HORNSBY, SACHER, ZELMAN, STANTON, PAUL & BEILEY

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

1401 BRICKELL AVENUE

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July 3, 1997

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32304

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-07/07/97--01107--013

\*\*\*\*122.50 \*\*\*\*122.50

Re: Meditel, Inc.

Gentlemen:


Enclosed are:

1. An original and a copy of Articles of Incorporation for the above-named corporation; and
2. Our check in the amount of \$122.50 representing the filing fee, registered agent's fee and certified copy.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your prompt attention to this matter.

Very truly yours,

  
Jackie Gerstenfeld  
Corporate Legal Assistant

/jg  
Enclosures

cc: Robert Paul, Esq. (Firm)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUL 7 1997  
TALLAHASSEE, FLORIDA

8/18/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

OF

MEDITEL, INC.

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is Meditel, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and mailing address is c/o Robert Paul, Esquire, 1401 Brickell Avenue, Suite 700, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

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ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 5000 shares of Common Stock with \$1.00 par value per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Legal Assets, Inc. The street address of the initial registered office of the corporation in the State of Florida is 1401 Brickell Avenue, Suite 700, Miami, Florida 33131.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have two initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial directors are Elke Austenat, M.D. and Margrit Reinhold, Dudenstrasse 6, 10965 Berlin, Germany.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Robert Paul, Esquire, 1401 Brickell Avenue, Suite 700, Miami, Florida 33131

ARTICLE IX

BYLAWS

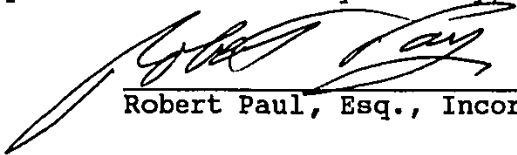
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of July, 1997.

  
Robert Paul, Esq., Incorporator

cs\meditel\art-inc

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 2nd day of July, 1997.

LEGAL ASSETS, INC.

By: 

Walter J. Stanton, III  
Secretary

FILED  
SECRETARY OF STATE  
CIVIL DIVISION  
JUL 27 1997