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JORDAN L. WALLACH, P.A.

ATTORNEY AT LAW  
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SARASOTA, FLORIDA 34236

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 16 AM 11:03

TELEPHONE  
(941) 955-1292  
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(941) 955-1380

July 14, 1997

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

500002239325--5  
-07/16/97-01035-012  
\*\*\*122.50 \*\*\*122.50

IN RE: MedMark Consulting, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following:

Filing fee	\$35.00
Registered Agent fee	\$35.00
Certified copy fee	\$52.50

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

Thank you for your courtesy and cooperation in this matter.

Sincerely,

JORDAN L. WALLACH, P.A.

Jordan L. Wallach, Esquire

JLW/srn  
enclosures

D. BROWN JUL 17 1997

ARTICLES OF INCORPORATION

OF

MedMark Consulting, Inc.

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The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:

MedMark Consulting, Inc.

ARTICLE II

CORPORATE PURPOSES: The corporate purposes are:

To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK: The shares of stock of this corporation shall consist of only one class. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of stock having One Dollar (\$1.00) par value.

Preemptive rights will be granted to shareholders to purchase pro-rata any additional shares of stock authorized to be issued hereunder.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business will not be less than \$500.00.

ARTICLE V

TERM OF EXISTENCE: This Corporation is to exist perpetually.

ARTICLE VI

ADDRESS: The mailing and Street Address of the principal office of this corporation in the State of Florida is:

Post Office Box 48985, Sarasota, Florida 34230

The mailing and Street Address of the initial registered office of this corporation in the State of Florida is:

1800 Second Street, Suite 900  
Sarasota, Florida 34236

The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent at aforesaid address shall be Jordan L. Wallach, Esquire.

ARTICLE VII

DIRECTORS: This corporation shall have **one (1)** Director initially. The number of Directors may be modified from time to time by-Laws adopted by the Stockholders.

ARTICLE VII

INITIAL DIRECTORS: The name(s) and street address(es) of the member(s) of the first Board of Directors are as follows:

Michele Wolk, President  
Susan Wallach, Treasurer  
Danee Barnett, Secretary

ARTICLE IX

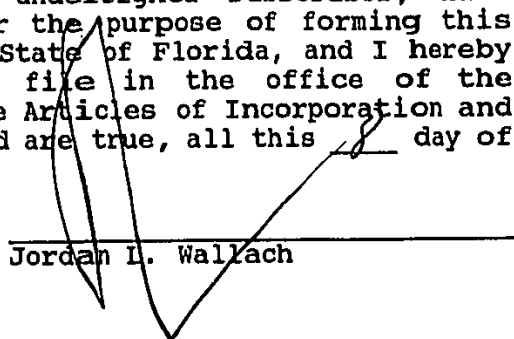
INCORPORATOR: The name and street address of the incorporator to these Articles of Incorporation are as follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>
Jordan L. Wallach, Esquire	1800 Second Street, #900 Sarasota, Florida 34236

ARTICLE X

AMENDMENT OF ARTICLES: These Articles of Incorporation may be amended by Resolution adopted by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders Meeting by a majority of the Stock entitled to vote thereon.

IN WITNESS WHEREOF, I, the undersigned subscriber, have hereunto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated are true, all this 8 day of July, 1997.

  
Jordan L. Wallach

Having above been named Registered Agent to accept service process for the above stated corporation at the registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.

Jordan L. Wallach

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DIVISION OF CORPORATIONS

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 8 day of July, 1997 by **Jordan L. Wallach, Esquire**, as incorporator and as Registered Agent, who was personally known to me or who produced his Florida Driver's License as identification and who did not take an oath.

*Sonja R. Nagy*  
Notary Public  
Print Name:  
My Commission Expires:

