

P 97000062564



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 467489 4352702

AUTHORIZATION :

Patricia Pyle

COST LIMIT : \$ 122.50

ORDER DATE : July 18, 1997

ORDER TIME : 12:21 PM

900002241699--5

ORDER NO. : 467489-005

CUSTOMER NO: 4352702

CUSTOMER: Ms. Jennifer Lukas
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: MED CEL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

RECEIVED
JUL 18 PM 3:10
TALLAHASSEE, FLORIDA

RECEIVED
JUL 18 PM 1:07

84N JUL 18 1997

3

ARTICLES OF INCORPORATION
OF
MED CEL, INC.

FILED
97 JUL 18 PM 3:10
SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Med Cel, Inc.

2. Principal Office. The principal office of the Corporation is:

1970 Boyce Street
Sarasota, Florida 34239

3. Mailing Address. The mailing address of the Corporation is:

1970 Boyce Street
Sarasota, Florida 34239

4. Authorized Shares. The Corporation is authorized to issue 1,000 shares of common stock having a no par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Robert W. Benjamin
200 South Orange Avenue
Sarasota, Florida 34236

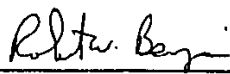
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

Robert W. Benjamin
200 South Orange Avenue
Sarasota, Florida 34236

8. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 14 day of July, 1997.



Robert W. Benjamin
Incorporator and Registered Agent