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ANDREW M. CHANSEN

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EFFECTIVE DATE
7/23/97

July 23, 1997

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

200002248922--1
-07/28/97-01068-003
****122.50 ****122.50

Re: Articles of Incorporation - Woodson Medical, Inc.

Dear Sirs:

Enclosed are the original and one (1) copy of the Articles of Incorporation and Designation of Registered Agent concerning the above-referenced matter.

Also enclosed is a check for \$122.50 to cover the filing fee.

Please return a certified copy of the Articles of Incorporation and Designation of Registered Agent to this office.

Thank you for your courtesies in this matter.

Cordially,


ANDREW M. CHANSEN

AMC:jm

enc.

cc: Malcolm N. Ayers

FILED
97 JUL 28 AM 9:57
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

7/30/97-T.M

ARTICLES OF INCORPORATION

FOR

WOODSON MEDICAL, INC.

EFFECTIVE DATE
7/23/97

FILED
97 JUL 28 AM 9:57
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is:

WOODSON MEDICAL, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is: c/o Malcolm N. Ayers, Jr., 214 South Military Trail, Deerfield Beach, Florida 33442, and the name of the initial

Registered Agent of this corporation is: Malcolm N. Ayers, Jr., 214 South Military Trail, Deerfield Beach, Florida 33442.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The name and address of the initial Board of Directors of this corporation is:

Malcolm N. Ayers, Jr. 214 South Military Trail
Deerfield Beach, Florida 33442

ARTICLE VIII - INCORPORATION

The name and address of the person signing these Articles is:

Malcolm N. Ayers, Jr. 214 South Military Trail
Deerfield Beach, Florida 33442

ARTICLE IX - COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall commence on the date of Subscription and Acknowledgment of these Articles of Incorporation.

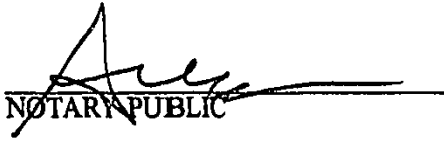
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of JULY, 1997.


MALCOLM N. AYERS, JR.

STATE OF FLORIDA

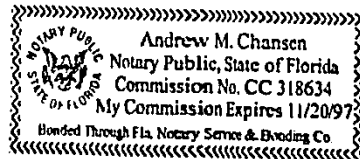
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23rd day of July, 1997, by MALCOLM N. AYERS, JR., who is personally known to me ~~or who~~ produced _____ as identification and who did/did not take an oath.


NOTARY PUBLIC

Notary's Printed Name _____
Serial # _____

My Commission Expires:



INDICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That WOODSON MEDICAL, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Deerfield Beach, County of Broward, State of Florida, has named Malcolm N. Ayers, 214 South Military Trail, Deerfield Beach, Florida 33442, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATING AGENT)

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

By: 
MALCOLM N. AYERS

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

97 JUL 28 AM 9:58

FILED