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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY G. RODRIGUEZ *Brinton*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: MED ACCESS, INC.

AUDIT NUMBER.....H97000013479

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION
OF
MED ACCESS, INC.**

THE UNDERSIGNED, hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this Corporation is MED ACCESS, INC., and its principal place of business is 2700 North 29th Avenue, Suite 308, Hollywood, Florida, 33021.

ARTICLE II

DURATION: This Corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

ARTICLE III

PURPOSES: The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES: The capital stock of this Corporation shall be FIVE MILLION (5,000,000) Shares of Common Stock of \$0.01 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no pre-emptive right granted to the stockholders with respect to the shares of the Corporation. On dissolution or liquidation of the Corporation, holders of the stock shall be

Brenda Lee Hamilton | FL Bar Member 004618
Wampler, Buchanan & Breen, P.A.
555 South Federal Highway, Suite 430
Boca Raton FL 33432
561-392-4868

FLORIDA BAR #18

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entitled to distribution ratably as their holdings may appear upon the stock record of the Corporation.

ARTICLE V

REGISTERED AGENT AND OFFICE: The initial registered agent of this Corporation and his/her address are as follows:

Brenda Lee Hamilton, Esquire
555 South Federal Highway, Suite 430
Boca Raton, Florida 33432

ARTICLE VI**BOARD OF DIRECTORS:**

1. The number of Directors of this Corporation shall not be less than one (1) nor more than seven (7). The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors, from time to time, shall never be less than one (1).

2. The Corporation shall initially have one (1) Director. The name and address of the initial Director are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert F. Thorne	2700 North 29th Avenue, Suite 308 Hollywood, Florida 33021

ARTICLE VII

INCORPORATOR: The name and address of the Incorporator of these Articles of Incorporation are as follows:

PREPARED BY BRENDA LEE HAMILTON, ESQUIRE

FLORIDA BAR 4018

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<u>NAME</u>	<u>ADDRESS</u>
Robert F. Thorne	2700 North 29th Avenue, Suite 308 Hollywood, Florida 33024

ARTICLE VIII

ADDITIONAL PROVISIONS: The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting, and regulating the powers of the Corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the Corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.
2. No person shall be required to own, hold, or control stock in the Corporation as a condition precedent to holding an office in the Corporation.
3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.
4. This Corporation shall indemnify any officer or Director, and any former officer or Director to the full extent provided by law. This Corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

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FLORIDA BAR 4618

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5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the Corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at Broward County, Florida, for the uses and purposes aforesaid this 14 day of Aug. 1997.



Incorporator

STATE OF FLORIDA)
COUNTY OF Broward)

ss.

BEFORE ME the undersigned authority, personally appeared Robert F. Thorne, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and he/she has freely and voluntarily acknowledged before me, according to law, that he/she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Broward County, Florida, this 14 day of Aug. 1997.

PREPARED BY BRINDA LEE HAMILTON, ESQUIRE

FLORIDA BAR 4018

4

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NOTARY PUBLIC:

Sign: Brenda HamiltonPrint: Brenda Hamilton
State of Florida at Large

My Commission Expires:

BRENDA HAMILTON
My Commission CO448803
Expires Mar. 18, 1999
Bonded by NAI
800-422-1683BRENDA HAMILTON
My Commission CO448803
Expires Mar. 18, 1999
Bonded by NAI
800-422-1683**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act: MED ACCESS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida, has named Brenda Lee Hamilton, Esquire, located at 555 South Federal Highway, Suite 430, Boca Raton, Florida 33432, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity. I further agree to comply with the provisions of said Act relative to keeping open said office, and I accept the obligations of Chapter 607.0505 of the Florida Statutes.

PREPARED BY BRENDA LEE HAMILTON, ESQUIRE

FLORIDA BAR 4816

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Registered Agent

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