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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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FAX #: (305)541-3770

NAME: SFCO ACQUISITION, INC.  
AUDIT NUMBER.....H97000014029  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 4  
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ARTICLES OF INCORPORATION  
OF  
SFOC ACQUISITION, INC.

THE UNDERSIGNED incorporator, for purposes of forming a Florida corporation under the Florida Business Corporation Act (Florida Statutes, Chapter 607), hereby adopts the following Articles of Incorporation:

- FIRST: The name of the corporation is: SFOC ACQUISITION, INC. (the "Corporation").
- SECOND: The principal office address and mailing address of the Corporation is: c/o OMNA Medical Partners, Inc., Suite 416-A, 2255 Glades Road, Boca Raton, FL 33431.
- THIRD: The Corporation is authorized to issue 500 shares of common stock, par value \$.01 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: McDermott, Will & Emery, 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131; and the registered agent at that address is Jerry J. Sokol, Esq.
- FIFTH: The name and address of the incorporator of the Corporation is: Jerry J. Sokol, Esq., c/o McDermott, Will & Emery, 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131.
- SIXTH: The Corporation shall have three (3) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).

Prepared by Jerry J. Sokol, Esq.  
McDermott, Will & Emery  
201 South Biscayne Boulevard  
Miami, Florida 33131  
Florida Bar No. 908614  
(305)347-6319

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**SEVENTH:** The names of the initial directors who shall hold office for the first year of existence of the Corporation or until their successors have been elected and qualified are:

David Peck  
Daryl P. Johnson  
Glenn E. Troast

**EIGHTH:** The Corporation, through its officers and employees, shall be authorized to perform any activity permissible by law.

**NINTH:** The Corporation is intended to be a corporation within the meaning of the Florida Business Corporation Act (the "Act"), and

accordingly, the Corporation and its officers, directors and shareholders, shall be subject to all of the provisions of said Act.

**TENTH:** The corporate existence of the Corporation shall commence on August 25, 1997.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 25th day of August, 1997.

  
\_\_\_\_\_  
Jerry J. Sokol, Esq.  
Incorporator

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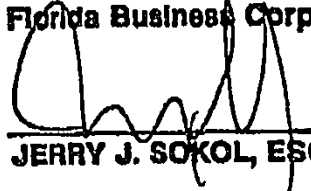
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**ACCEPTANCE OF APPOINTMENT**

**OF**

**REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

  
JERRY J. SOKOL, ESQ.

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