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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: ~~JOHNNY C RODRIGUEZ~~

PHONE: (305)672-0686

LWS

FAX #: (305)672-9110

NAME: THE SNORE & SLEEP DISORDER CENTER INC.

AUDIT NUMBER.....H97000014557

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

Article I. Name

EFFECTIVE DATE

03-97

The name of this Florida corporation is:
The Snore & Sleep Disorder Center Inc.

Article II. Address

The mailing address of the Corporation is:
The Snore & Sleep Disorder Center Inc.
c/o 100 SE 2nd Street, Suite 3400
Miami FL 33131

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
R. Lawrence Bonner
100 SE 2nd Street, Suite 3400
Miami FL 33131

Article IV. Board of Directors

The incorporator shall hold an organizational meeting or execute a written consent to elect a Board of Directors who shall complete the organization of the Corporation.

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

R. Lawrence Bonner I FL Bar Member 304328
Homer & Bonner
100 SE 2nd Street, Suite 3400
Miami FL 33131
305-350-5114

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

R. Lawrence Bonner
Homer & Bonner
100 SE 2nd Street, Suite 3400
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 3, 1997.

The undersigned incorporator executed these Articles of Incorporation on September 4, 1997.



R. LAWRENCE BONNER
by L.A. Uriarte as attorney-in-fact

R. Lawrence Bonner | FL Bar Member 304328
Homer & Bonner
100 SE 2nd Street, Suite 3400
Miami FL 33131
305-350-5114

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

The Snore & Sleep Disorder Center Inc.

REGISTERED AGENT/OFFICE:

R. Lawrence Bonner
c/o 100 SE 2nd Street, Suite 3400
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



R. LAWRENCE BONNER
by L.A. Uriarte as attorney-in-fact

Date: September 4, 1997

R. Lawrence Bonner | FL Bar Member 304328
Homer & Bonner
100 SE 2nd Street, Suite 3400
Miami FL 33131
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