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Reply to Naples

September 2, 1997

Via Federal Express

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-09/03/97--01051--004
***122.50 ***122.50

Re: MEDEV, INC.

Gentlemen:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our firm's check in the amount of \$122.50 is enclosed for the required filing fee. If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

ANNIS, MITCHELL, COCKEY,
EDWARDS & ROEHN, P.A.

Thomas B. Garlick

Thomas B. Garlick

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -3 AH10:22

TBG/jpw

Enclosures

Signed by Mr. Garlick's secretary
in his absence to avoid delay.

9/15/97

**ARTICLES OF INCORPORATION
OF
MEDEV, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -3 AM 10:22

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I

Name and Address

The name of this Corporation is MEDEV, INC., and the street address of the Corporation is 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue 10,000 shares of Fifty Cents (50¢) par value common stock, which shall be designated Common Shares.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108, and the name of its initial registered agent at such address is Thomas B. Garlick, Esq.

ARTICLE VI

Incorporator

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

Name

Address

L. Jeffrey Lane

3550 Crayton Road
Naples, Florida 34103

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 30 day of August, 1997.



L. Jeffrey Lane, Incorporator

ACCEPTANCE BY REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 SEP -3 AM 10: 22

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Thomas B. Garlick, Esq.

Dated: August 30, 1997