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September 2, 1997

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*****70.00 *****70.00

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: M.D. JOHNSTIN, INC.

Dear Sir or Madam:

On behalf of the above corporation, I enclose an two copies of the Articles of Incorporation along with a check in the amount of \$70.00.

Please enter this corporation on the records of your office, and return the copy of the Articles to me, with the file stamp of your office.

Thank you.

Very truly yours,

Daniel E. Conley /CB

Daniel E. Conley

DEC/cb

encl.

cb/sec-state.doc

SEP 9

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97 SEP -8 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

M.D. JOHNSTIN, INC.

FILED

97 SEP -8 AM 9:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is M.D. JOHNSTIN, INC.

ARTICLE II

The duration of the corporation shall be perpetual, and the date and time of the commencement of corporate existence shall be the time of filing of these Articles of Incorporation by the Department of State.

ARTICLE III

The general purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is seven thousand five hundred (7,500), having a par value of \$1.00 per share.

Every shareholder, upon the sale of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price and terms at which it is offered to others.

ARTICLE V

The initial principal office and the initial registered office of this corporation is 2682 South Horseshoe Court,

Naples, Florida 34104, and the name of the initial registered agent of this corporation at that address is TAMARA J. SALLY.

ARTICLE VI

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time pursuant to the By-Laws of the corporation. The name and address of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
TAMARA J. SALLY	2682 South Horseshoe Court Naples, Florida 34104

ARTICLE VII

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
TAMARA J. SALLY	2682 South Horseshoe Court Naples, Florida 34104

I, the undersigned, being the original incorporator of M.D. JOHNSTIN, INC., hereby certify that the foregoing constitute the Articles of Incorporation of said corporation.

IN WITNESS WHEREOF, I do hereby affix my hand and seal on this the 28 day of August, 1997.


TAMARA J. SALLY

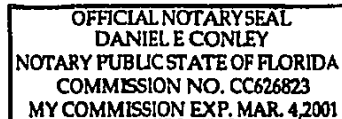
STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared TAMARA J. SALLY, to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 28 day of August, 1997.


Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes,
the following is submitted:

That M.D. JOHNSTIN, INC., desiring to organize or
qualify under the laws of the State of Florida, with its
principal place of business at Naples, Collier County,
Florida, has named TAMARA J. SALLY, located at 2682 South
Horseshoe Court, Naples, Florida 34104, as its agent to
accept service of process within Florida.

Signature *Tamara Sally*

Title incorporator

Date August 28, 1997

Having been named to accept service of process for the
above-stated corporation, at the place designated in this
certificate, 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.

Signature *Tamara Sally*

TAMARA J. SALLY

Date August 28, 1997