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LAW OFFICES OF  
**BELLO & MATHESON, P.A.**  
1835 19TH PLACE  
VERO BEACH, FLORIDA 32960

JUAN A. BELLO  
EDWARD G. MATHESON

TELEPHONE (561) 569-2667  
FACSIMILE (561) 569-8096

September 5, 1997

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-09/08/97--01125--015  
\*\*\*\*122.50 \*\*\*\*122.50

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314  
Attn: Domestic Filing Section

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP -8 AM 11:57

Re: INFUSION PLUS, INC.

Dear Sirs:

Enclosed please find the original and one (1) copy to the Article of Incorporation for the above named, proposed Florida corporation. In addition, you will also find our firm check in the amount of \$122.50, represnting payment of the following:

Corporate Filing Fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified copy fee	<u>\$ 52.50</u>
Total	\$122.50

Please file the original Articles of Incorporation and return a certified copy to our office.

If you should have any questions, or require any additional information, please don't hesitate to contact the office.

Thanking you in advance for your attention in this matter.

Sincerely,

Juan A. Bello

JAB:lgh  
Enclosures

D. BROWN SEP 10 1997

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
INFUSION PLUS, INC.

ARTICLE I  
NAME

The name of this corporation is INFUSION PLUS, INC.

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

2208 SW Danforth Circle, Palm City, Florida 34990

ARTICLE III  
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is 100,000 (100,000) shares of common stock, all of which are to have a par value \$1.00 (\$1.00).

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1835 19th Place, Vero Beach, Florida

and the name of the initial registered agent of this corporation is:

Name  
JUAN A. BELLO

Address  
1835 19th Place  
Vero Beach, Florida 32960

**ARTICLE VI  
COMMENCEMENT AND DURATION**

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida and shall exist thereafter perpetually until dissolved by law.

**ARTICLE VII  
BY-LAWS**

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirements for shareholders (or voting groups of shareholders) than is required by law.

**ARTICLE VIII  
INDEMNIFICATION**

This corporation shall indemnify any office, director or incorporator, or any formere office, director or incorporator, of this corporation to the fullest extent permitted by law.

**ARTICLE IX  
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

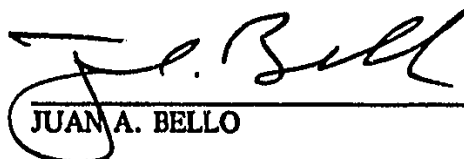
**ARTICLE X  
INCORPORATOR**

The name and address of the incorporator to this Article of Incorporation is:

**Name**  
JUAN A. BELLO

**Address**  
1835 19th Place  
Vero Beach, Florida 32960

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of SEPTEMBER, 1997.

  
\_\_\_\_\_  
JUAN A. BELLO

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

BEFORE ME, personally appeared Juan A. Bello, who being first duly sworn and known to me to be the person named as the Incorporator of the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 5th  
day of September, 1997.

Jeanette Smith  
NOTARY PUBLIC

JEANETTE SMITH  
(Printed Name of Notary)

My Commission Expires:




JEANETTE SMITH  
My Commission CC421082  
Expires Dec. 28, 1998  
Bonded by ANB  
800-852-5878

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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CERTIFICATE OF REGISTERED AGENT

PURSUANT to Chapter 48.091 and 607.0501, Florida Statutes, the following is submitted with said act: INFUSION PLUS, 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 Palm City, County of Martin, State of Florida, has named JUAN A. BELLO, located at 1835 19th Place, Vero Beach, Florida 32960, as its agent 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, and agree to comply with the provisions of said act relative to keeping open said office.

  
JUAN A. BELLO