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ACCOUNT NO. : 072100000032

REFERENCE : 551384 10640A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 2, 1997

ORDER TIME : 9:33 AM

ORDER NO. : 551384-005

CUSTOMER NO: 10640A

CUSTOMER: Lesa K. Dunbar, Legal Asst
BURNS & SEVERSON, P.A.

P.O. Box 349

West Palm Beach, FL 33402

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****122.50 ****122.50

DOMESTIC FILING

NAME: SHERWOOD - MALMED CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS: _____

FILED
97 OCT -2 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN OCT - 2 1997.

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TALLAHASSEE, FLORIDA

FILED

97 OCT -2 PM 1:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SHERWOOD - MALMED CORP.

The undersigned sets forth these Articles of Incorporation for the purpose of forming a corporation for profit under the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of such corporation.

ARTICLE I

The name of this corporation shall be:

SHERWOOD - MALMED CORP.

ARTICLE II

This corporation shall be authorized to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have at any time shall be Ten Thousand (10,000) shares of common stock of One Dollar (\$1.00) par value per share.

ARTICLE IV

The corporation shall begin business with a capital stock of not less than Five Hundred Dollars (\$500.00).

ARTICLE V

The corporation shall exist perpetually.

ARTICLE VI

The post office address of the initial principal office of this corporation shall be located at 2100 South Ocean Blvd. #106-N, Palm Beach, Florida 33480; the name and address of the Registered Agent are John M. Severson, 1400 Centrepark Blvd., Suite 860, West Palm Beach, Florida 33401.

The Board of Directors shall have the power and the authority to change the principal office and registered office of the Corporation within the State of Florida and to establish branch offices and places of business of this corporation at any such point in the State of Florida, or in any state, territory or district of the United States, or in any foreign country as they may deem necessary for the best interests of the business.

ARTICLE VII

The name and post office address of the incorporator and subscriber of this Articles of Incorporation are as follows:

NAME

ADDRESS

RUTH Y. SHERWOOD

2100 S. Ocean Blvd., #106-N
Palm Beach, FL 33480

CHARLOTTE A. MALMED

3440 S. Ocean Blvd., #104-N
Palm Beach, FL 33480

ARTICLE VIII

Special provisions for the regulation in government for this corporation are:

SECTION 1. The annual meeting of the stockholders and board of directors of this corporation shall be fixed by the bylaws.

SECTION 2. Any meeting of the stockholders and board of directors may be held either within or without the State of Florida.

SECTION 3. The officers of this corporation shall be a president, secretary and treasurer, and such other officers as the board of directors may deem necessary. Any one person may hold two of said offices.

SECTION 4. The bylaws of this corporation shall be made by the board of directors and may be amended by the board of directors.

ARTICLE IX

The original incorporators of this corporation shall have the rights to and may, after the organization of same, assign and deliver their subscriptions of stock herein to any other person who may hereinafter become subscribers to the Stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities, and other duties entailed by said subscription subject to the laws of the State of Florida and the execution of this power.

ARTICLE X

The subscribers to these Articles of Incorporation are over the age of eighteen (18) years, are sui juris and are citizens of the United States of America.

ARTICLE XI

Stock certificates of this corporation shall not be issued unless and until the same are paid for in full value with cash, or its equivalent. Stock certificates shall not be valid unless

issued and signed by the president and attested by the secretary,
who shall affix thereon the corporation seal.

Nothing in these Articles of Incorporation shall be taken to
limit the power of this corporation, and this corporation shall
have all the rights and privileges of corporations under the laws
of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 29 day of September,
1997.

Ruth Y. Sherwood
RUTH Y. SHERWOOD,
Incorporator

Charlotte Malm
CHARLOTTE A. MALMED,
Incorporator

STATE OF FLORIDA

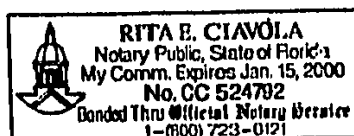
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared RUTH
Y. SHERWOOD and CHARLOTTE A. MALMED, who are personally known to me
or who produced _____

_____ as identification, and
who acknowledged that they executed the foregoing Articles of
Incorporation, this 29th Day of SEPTEMBER, 1997.

Rita E. Ciavola
Notary Public

#CC524792
My Commission Number is: 1/15/2000
My Commission Expires:




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

Pursuant to Chapter 48.091, Florida Statutes, 1993, the following is submitted in compliance with said act:

FIRST, that SHERWOOD - MALMED CORP., is a corporation organized under the laws of the State of Florida, with its principal offices at 2100 South Ocean Blvd., #N-106, Palm Beach, Florida 33408, and has named John M. Severson, 1400 Centrepark Blvd., Suite 860, West Palm Beach, Palm Beach County, Florida, as its registered agent, to accept service within the state.

ACKNOWLEDGMENT

Having been named 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 to keeping open said office.



JOHN M. SEVERSON
Registered Agent

FILED
97 OCT -2 PM 1:40
STATE
TALLAHASSEE, FLORIDA