

P97000085656

JACK JAIVEN

**17117 NEWPORT CLUB DRIVE
BOCA RATON, FLORIDA 33496
(561) 487-8845**

September 29, 1997

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-10/02/97--01104--015
****122.50 ****122.50

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

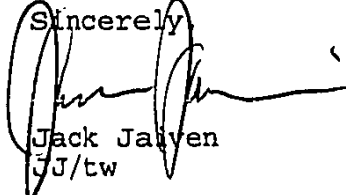
RE: GraceMed, Inc.

Dear Gentleperson:

Enclosed please find an original and one copy of the Articles of Incorporation for GraceMed, Inc. Also enclosed is a check made payable to the Florida Department of State in the amount of \$122.50 which represents the filing fee, registered agent designation fee and certified copy fee. Please file these Articles on behalf of GraceMed, Inc. and forward a certified copy to me in the enclosed self-addressed stamped envelope.

If you should have any questions regarding this matter, please contact me. Thank you.

Sincerely,


Jack Jaiven
JJ/tw

cc: Enclosures (4)

VIA CERTIFIED MAIL, RETURN RECEIPT REQUESTED

FILED
97 OCT -2 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 10/3/97

ARTICLES OF INCORPORATION
OF
GRACEMED, INC.

FILED

97 OCT -2 PM 12: 07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of the corporation shall be GraceMed, Inc.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any and all activities or business permitted under the laws of the United States and of this State.

ARTICLE IV - PRINCIPAL OFFICE

The corporation's principal office shall be located at 17117 Newport Club Drive, Boca Raton, Florida, 33496.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$.01 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address in this State of the initial registered office of the corporation is 17117 Newport Club Drive, Boca Raton, Florida, 33496 and the name of the registered agent is Jack Jaiven.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors are:

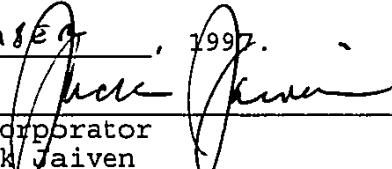
Grace Jaiven
17117 Newport Club Drive
Boca Raton, Florida 33496

Jack Jaiven
17117 Newport Club Drive
Boca Raton, Florida 33496

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is Jack Jaiven, 17117 Newport Club Drive, Boca Raton, Florida, 33496.

IN WITNESS WHEREOF, I have made and subscribed these Articles this 29th day of SEPTEMBER, 1997.

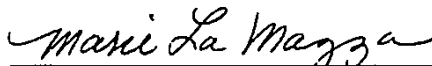

Incorporator
Jack Jaiven

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

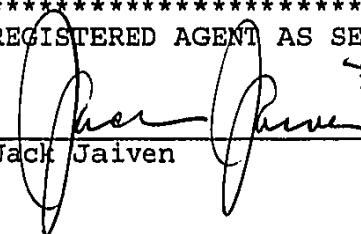
BEFORE ME, personally appeared Jack Jaiven to me known and well known to me to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purpose herein expressed.

WITNESS my hand and official seal this 29th day of September, 1997.




Notary Public,
State of Florida

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH
IN THESE ARTICLES OF INCORPORATION.


Jack Jaiven

FILED
97 OCT -2 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA