

097000089610



ACTION GENERAL SERVICES, CORP.



WESTLAND PROFESSIONAL BUILDING
1490 WEST 49TH PLACE, SUITE 515
HIALEAH, FLORIDA 33012

PHONES: (305) 823-1201 • (305) 823-1634
FAX: (305) 823-4961

September 30, 1997

200002310922--4
-10/03/97--01017--020
****122.50 ****122.50

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

To whom it may concern:

Enclosed please find the Articles of Incorporation of ~~MEDISAVER~~ and a check No. 2489 in the amount of \$122.50 which represents the fee to file the Corporation.

As soon as the Corporation is file. please be so kind to return it to me to the address of the letter head.

Thank you, in advance for your prompt cooperation in this matter and/or should you have any questions, please feel free to contact me.

Sincerely yours,

Anita Gonzalez
Anita Gonzalez
Action General Services, Corp.

/ag

505-2544
W97-22749

97 OCT 17 PM 1:18
DIVISION OF CORPORATIONS
STATE OF FLORIDA

10/17/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
CORPORATIONS
97 OCT 17 PM 1:18

October 6, 1997

ACTION GENERAL SERVICES CORP
ATTN: ANITA GONZALEZ
1490 WEST 49TH PLACE #515
HIALEAH, FL 33012

SUBJECT: MEDISAVER
Ref. Number: W97000022749

We have received your document for MEDISAVER. However, the document has not been filed and is being returned for the following:

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 897A00048920

ARTICLES OF INCORPORATION
OF
MEDISAVER MEDICAL SERVICES, INC.

FILED
SECRETARY OF STATE
CORPORATIONS
97 OCT 17 PM 1:18

ARTICLE I

NAME

The name of the Corporation is MEDISAVER MEDICAL SERVICES, INC. and the mailing address is 8150 S.W. 8TH ST. SUITE 218, MIAMI, FL. 33144

ARTICLE II

NATURE OF BUSINESS

This Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

To generally have and exercise all powers, rights and privileges necessary, suitable, convenient or proper for the accomplishment of any of the purpose or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and power herein named for the enhancements of the value of the property of the corporation or which at any time appear conducive there to or expedient.

ARTICLE III

TERMS OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date in which Corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 per 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 Corporation is 8150 S.W. 8th ST. SUITE 218. MIAMI. FL. 33144 and the name of the initial registered agents of this Corporation is: Mr. HUMBERTO J. FELIPE - SOCIAL SECURITY 265-99-0476.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have THREE (3) Directors initially. The number of directors may be either increased or diminished from time to time By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors of this Corporation are:

HUMBERTO J. FELIPE	8150 S.W. 8th ST. SUITE 218, MIAMI, FL. 33144
JENNY CARBALLO	8150 S.W. 8th ST. SUITE 218, MIAMI, FL. 33144
MARIA J. ESTEVES	8150 S.W. 8th ST. SUITE 218, MIAMI, FL. 33144

ARTICLE VII

The officers of the Corporation shall be as followed:

HUMBERTO J. FELIPE	PRESIDENT	33.5 SHARES
JENNY CARBALLO	VICE-PRESIDENT/SECRETARY	33.5 SHARES
MARIA J. ESTEVES	TREASURER	33.0 SHARES

ARTICLE VIII

AMENDMENTS TO
ARTICLES OF INCORPORATION
AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and right conferred upon the shareholders is subject to this reservation. Furthermore, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this Corporation.

ARTICLE IX

POWERS

This Corporation shall have all the Corporate Powers enumerated in the Florida General Corporation Act.

ARTICLE X

DIVIDENDS

Dividends Payable in shares of any class may be paid to holders of shares of any other class.

ARTICLES XI

INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, Officers, Employees or Agents or former Directors, Officers, Employees or Agents or any persons who may have served at its request as a Director, Officers, Employees or Agent of another Corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include but not limited to, the expenses, including the cost of any judgement, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, Officer, Employee or Agent as therein provided.

The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer, Employee or Agent may be entitled as a matter of law or which it may be lawfully granted.

FILED
SECRETARY OF STATE
CORPORATIONS
97 OCT 17 PM 1:18

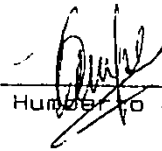
CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That MEDISAVER MEDICAL SERVICES, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at the City of Hialeah, County of Dade, State of Florida, has named Mr. HUMBERTO J. FELIPE address 8150 S.W. 8th ST. SUITE 218, MIAMI, FL. 33144 as its agent to accept services of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation at place designated in this Certificate, I hereby accept to act in this Capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Humberto J. Felipe