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WILLIAM S. POLLAK
ATTORNEY AT LAW
1221 BRICKELL AVENUE, NINTH FLOOR
MIAMI, FLORIDA 33131-3200

FILED

97 NOV -5 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE (305) 358-5088
FACSIMILE (305) 358-5087

ALSO ADMITTED IN:

NEW YORK

THE DISTRICT OF COLUMBIA

October 21, 1997

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****122.50 ****122.50

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314
Attn.: New Filings

Re: "Med Search, Inc.;" Filing of Articles of Incorporation;
Request for certified copy

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of both the Articles of Incorporation and the Certificate of Registered Agent for the referenced new filing, as well as my office check #1241 in the amount of \$122.50 in payment of the filing fee for these Articles and the cost of a certified copy. Please file the original documents, and return the stamped copies to me at the letterhead address.

Thank you for your attention to this matter. Should there be any problems with this filing, please contact me directly.

Very truly yours,

William S. Pollak

William S. Pollak, Esq.

enclosures stated
cc: Mr. Jose Trespalacios

~~W97-24367~~
P. Mail NOV - 5 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 27, 1997

C/O WILLIAM S. POLLACK, ESQ.
1221 BRICKELL AVE, 9TH FL
MIAMI, FL 33131

SUBJECT: MED SEARCH, INC.
Ref. Number: W97000024367

We have received your document for MED SEARCH, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 697A00052115

WILLIAM S. POLLAK

ATTORNEY AT LAW

1221 BRICKELL AVENUE, NINTH FLOOR
MIAMI, FLORIDA 33131-3200

ALSO ADMITTED IN:

NEW YORK

THE DISTRICT OF COLUMBIA

TELEPHONE (305) 358-5088

FACSIMILE (305) 358-5087

November 4, 1997

Ms. Pamela Hall
Division of Corporations
409 E. Gaines Street
Tallahassee FL 32399
Attn.: New Filings

Re: "Med Search, Inc.;" Filing of Articles of Incorporation;
Request for certified copy; Ref. #W97000024367

Dear Ms. Hall:

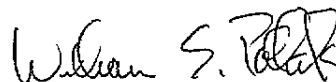
Thank you for talking with me yesterday morning regarding both my recent attempt to file Articles of Incorporation for Med Search, Inc., and your October 27th courtesy letter advising of the existence of a similarly named, albeit a foreign, corporation, to wit: "Medical Search, Inc."

I have discussed this matter with my client, and hereby advise that my client wishes to nonetheless proceed with the filing of the Articles under the name of "Med Search, Inc." Accordingly, I return the original and one copy of both the Articles of Incorporation and the Certificate of Registered Agent for the referenced new filing. Please file the original documents, and return the stamped copies to me at the letterhead address.

This letter acknowledges that you have advised me that you will notate your file accordingly to reflect our conversation of November 3, 1997, concerning the existence of the similarly named corporation.

Thank you for your attention to this matter.

Very truly yours,



William S. Pollak, Esq.

enclosures stated
cc: Mr. Jose Trespalacios

ARTICLES OF INCORPORATION

OF

MED SEARCH, INC.

FILED
97 NOV -5 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is: Med Search, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is: Med Search, Inc., c/o William S. Pollak, Esq., 1221 Brickell Avenue, Ninth Floor, Miami, Florida 33131, and the corporation's mailing address is: c/o William S. Pollak, Esq., 1221 Brickell Avenue, Ninth Floor, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually or until terminated or dissolved in accordance with the provisions of the corporation's bylaws. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

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

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of

Articles of Incorporation
of Med Search, Inc.

shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Ronald A. Patella, CPA. The street address of the corporation's initial registered office is 6150 S.W. 8th Court, Plantation, Florida 33317.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial director is:

Jose Trespalacios
c/o William S. Pollak, Esq.
1221 Brickell Avenue, Ninth Floor
Miami, FL 33131-3200

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Jose Trespalacios
c/o William S. Pollak, Esq.
1221 Brickell Avenue, Ninth Floor
Miami, FL 33131-3200

Articles of Incorporation
of Med Search, Inc.

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall, to the full extent permitted by law, indemnify the Incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of October, 1997.

By: 
JOSE TRESPALACIOS

REGISTERED AGENT/REGISTERED OFFICE

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes (1995), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida:

1. The name of the corporation is:

Med Search, Inc.

2. The name and address of the registered agent and office is:

Ronald A. Patella, CPA

6150 ~~6100~~ S.W. 8th Court

Plantation FL 33317

HAVING BEEN NAMED BOTH AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Ronald A. Patella

DATE

10/21/97