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OCTOBER 31, 1997

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FL 32314

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-11/12/97--01085--010
*****70.00 *****70.00


RE: FLORIDA SUPPLY & SERVICES CORP.

DEAR SIR/MADAM,

ATTACHED PLEASE FIND THE ENCLOSED ARTICLES OF INCORPORATION
FOR FLORIDA MEDICAL SUPPLY & SERVICES CORP. THE PRESIDENT OF
THIS CORPORATION IS ALSO THE PRESIDENT OF FLORIDA MEDICAL CORP.
AND IS REQUESTING TO USE A SIMILAR NAME.

THANKING YOU IN ADVANCE FOR YOUR COOPERATION, PLEASE FEEL
FREE CONTACT ME IF YOU HAVE ANY FURTHER QUESTION.

CORDIALLY,


MARTIN COHEN

FILED
97 NOV 12 PM 3.07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97-11-14-97

FILED
97 NOV 12 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

Florida Medical Supply & Services Corp.

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt (s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Florida Medical Supply & Services Corp.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5699 NW 23rd Avenue
Boca Raton, Fl 33496

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Martin Cohen
5699 NW 23rd Avenue
Boca Raton, Fl 33496

ARTICLE V - INCORPORATORS

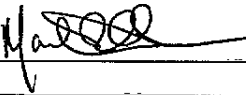
The names and address of the person (s) signing these Articles of Incorporation are as follows:

Name Martin Cohen
Address 5699 NW 23rd Avenue
City Boca Raton State Florida Zip 33496

Name _____
Address _____
City _____ State _____ Zip _____

Name _____
Address _____
City _____ State _____ Zip _____

IN WITNESS WHEREOF, the undersigned subscriber (s) have executed these Articles of Incorporation this 30 day of Oct, 1997.

 (Seal)

(Seal)
(Seal)

STATE OF Florida) SS
COUNTY OF Palm Beach

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Martin Cohen

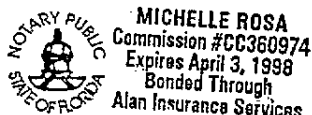
known to me and known to be the person (s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that He executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 30 day of Oct, 1997.


(Notary Public, State of Florida at large)

(Notary Seal)

My Commission expires: April 3, 1998



B. Officers:

President: Martin Cohen
Address: 5699 NW 23rd Avenue
Boca Raton, Fl 33496

Vice President: _____
Address: _____

Secretary: Martin Cohen
Address: 5699 NW 23rd Avenue
Boca Raton, Fl 33496

Treasurer: _____
Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Martin Cohen
Office Address: 5699 NW 23rd Avenue
Boca Raton, Fl 33496
City _____ Zip Code _____

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: [Signature]

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. - Martin Cohen, President
(Name and capacity of person signing application)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:
Florida Medical Supply & Services Corp.

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

Martin Cohen

(Name)

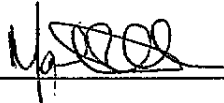
5699 NW 23rd Avenue

(P.O. Box NOT acceptable)

Boca Raton, FL 33496

(City/State/Zip)

Signature



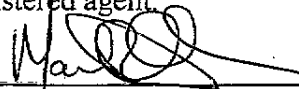
Title President

Date October 30, 1997

FILED
97 NOV 12 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named 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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature



Date October 30, 1997

REGISTERED AGENT FILING FEE: \$35.00