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FILED

97 DEC 10 PM 4:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 3, 1997

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32304

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-12/10/97--01068--009
****122.50 ****122.50

ATTENTION: DIVISION OF CORPORATIONS

Re: Amerimed International, Inc.

Dear Sir:

Enclosed herewith please find an original and one(1) copy of Articles of Incorporation for Amerimed International, Inc., along with our check of \$122.50, which represents:

1. Filing fees	35.00
2. Certified copy	52.50
3. Registered Agent	<u>35.00</u>

\$122.50

Please return a certified copy to this office.

Thank you.

Sincerely,

Barbara Steiner

BARBARA STEINER
Legal Assistant

encl.

P. Hall
DEC 10 1997

ARTICLES OF INCORPORATION
OF
AMERIMED INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is AMERIMED INTERNATIONAL, INC., whose principal office or mailing address is 1321 Classic Drive, Longwood, Florida 32779.

ARTICLE II - DURATION

As provided in Florida Statutes, Chapter 607, this corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States and of this state.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of Common Stock at \$1.00 par value.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to

others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1321 Classic Drive, Longwood, Florida 32779, and the name of the initial registered agent of this corporation at that address is Dennis M. Drazen.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one(1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one(1). The name and address of the initial director of this corporation is:

Dennis M. Drazen
1321 Classic Drive
Longwood, Florida 32779

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these articles is:

Dennis M. Drazen
1321 Classic Drive
Longwood, Florida 32779

Valerie H. Drazen
1321 Classic Drive
Longwood, Florida 32779

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 - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 4th day of December, 1997.

Dennis M. Drazen
DENNIS M. DRAZEN, Subscriber

Valerie H. Drazen
VALERIE H. DRAZEN, Subscriber

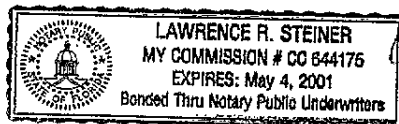
STATE OF FLORIDA

COUNTY OF SEMINOLE

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The foregoing instrument was acknowledged before me, Secretary of State
this 4th day of December, 1997, by DENNIS M. DRAZEN
and VALERIE H. DRAZEN, who are personally known to me or who have
produced a driver's license as identification.



Notary Public

My commission expires:
(SEAL)

Having been named registered agent to accept service of process for the above-stated corporation, at the place designated in the articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes in all matters relative thereto.

Dennis M. Drazen
DENNIS M. DRAZEN, Registered Agent