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February 24, 1998

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

300002441673--4  
-02/26/98--01071--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Reference: MED-TEMP, INCORPORATED

Dear Sirs:

Please find enclosed the duly executed Articles of Incorporation for the above-reference incorporation for filing with your office.

I also enclose the executed Designation of Resident Agent. Also enclosed herewith please find my client's check in the amount of \$70.00 to cover the filing fee.

Upon filing please advise the undersigned in the appropriate manner.

Thank you.

Very truly yours,  
  
James R. Flynn, Esquire

JRF/jf

Enclosures

98 FEB 26 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

JRF - 2/27/98

ARTICLES OF INCORPORATION  
OF  
MED-TEMP, INCORPORATED

98 FEB 26 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:

**MED-TEMP, INCORPORATED**

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as provided for in Florida Statute Section 607.164 (1) (c).

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 500 shares, all of which shall be common shares with a par value of One and NO/100 Dollars (\$1.00) per share.

ARTICLE VII - CONTRACTS BETWEEN DIRECTORS AND CORPORATION

Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors, and the Board of Directors, shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors can be counted in determining whether a quorum is present and be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory laws applicable to it.

ARTICLE IV - PREEMPTIVE 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 or she already holds, shall have all right to purchase his or her pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is: 1386 Ree Street, Starke, Florida 32091; the mailing address of the initial registered office of this corporation is: 1386 Ree Street, Starke, Florida 32091, and the name of the initial registered agent of this corporation at that address is: DR. DELOS H. FRY. The principal address, the street address, and the address of the initial registered office of this corporation is the same; 1386 Ree Street, Starke, Florida 32091.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

DR. DELOS H. FRY  
1386 Ree Street  
Starke, Florida 32091

ARTICLE VIII - OFFICERS

The initial officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The names and addresses of the initial officers of the Corporation are:

DR. DELOS H. FRY  
1386 Ree Street  
Starke, Florida 32091

President and  
Vice-President

MRS. BERTHA J. FRY  
1386 Ree Street  
Starke, Florida 32091

Secretary and  
Treasurer

ARTICLE IX - INCORPORATORS

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names.

DR. DELOS H. FRY  
1386 Ree Street  
Starke, Florida 32091

Shares 500

Shares held by the initial shareholder listed above may not be re-sold or otherwise transferred to other persons unless in accordance with these articles.


ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Article of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation on the 24th day of February, 1998.

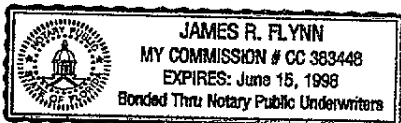
  
\_\_\_\_\_  
DR. DELOS H. FRY  
1386 Ree Street  
Starke, Florida 32091  
Subscriber

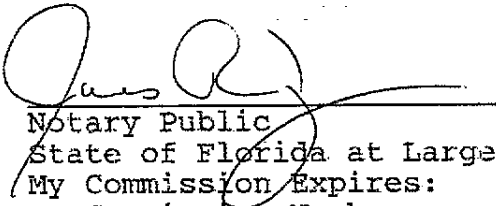
STATE OF FLORIDA  
COUNTY OF BRADFORD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above, to take acknowledgments, personally appeared DR. DELOS H. FRY to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 24th day of February, 1998.

(Notarial Seal)



  
Notary Public  
State of Florida at Large  
My Commission Expires:  
My Commission Number:  
Identification Used: Personal  
Knowledge

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.


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

That MED-TEMP, INCORPORATED, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation located in the City of Starke, County of Bradford, State of Florida has named DR. DELOS H. FRY, located at 1386 Ree Street, Starke, Florida 32091, County of Bradford, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT;

Having been named to accept service of process for the above stated corporation, at the 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.

Dated this 24th day of February, 1998.

By:   
DR. DELOS H. FRY  
1386 Ree Street  
Starke, Florida 32091

98 FEB 26 AM 11:30  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA