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February 25, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-03/03/98--01048--001
*****70.00 *****70.00

Re: Filing of Articles of Incorporation - Liberty Clinics, U.S.A., Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for **Liberty Clinics, U.S.A., Inc.** The \$35.00 filing fee and the \$35.00 registered agent fee are enclosed.

Thank you for your assistance in this matter.

Sincerely,



Garry R. Spear, Esq.
Incorporator

Enclosure
cc: file

FILED
98 MAR -3 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/4/98 - T.UM

ARTICLES OF INCORPORATION
OF
LIBERTY CLINICS, U.S.A., INC.

FILED
98 MAR -3 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

CORPORATE NAME

The name of the corporation shall be:

LIBERTY CLINICS, U.S.A., INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful activity for
which corporations may be organized under the
Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 10,000,000
shares, all of which shall be common shares with \$1.00 par value.

ARTICLE FIVE

MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The mailing address and the principal place of business is:

2455 East Sunrise Boulevard
Suite PS-S
Ft. Lauderdale, Florida 33304

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5455 N. Federal Highway, Suite I, Boca Raton, Florida 33487, and the initial registered agent at such address is Garry R. Spear, Esq.

ARTICLE SEVEN

BOARD OF DIRECTORS

The number of members of the Board of Directors may be changed from time to time as provided by the By-Laws of the corporation as adopted by the stockholders; but, in no event shall the Board of Directors consist of less than one (1) member at any time.

ARTICLE EIGHT

INITIAL DIRECTORS

The initial Board of Directors shall consist of one (1) member who shall hold office until the first meeting of the corporation and whose name and address is as follows:

Ernest N. Burson, III
2455 East Sunrise Boulevard
Suite PS-S
Ft. Lauderdale, Florida 33304

ARTICLE NINE

INCORPORATORS

The name and address of each incorporator executing the Articles of Incorporation is as follows:

Garry R. Spear, Esq.
5455 N. Federal Highway
Suite I
Boca Raton, Florida 33487

ARTICLE TEN

COMMENCEMENT DATE


The corporation shall be deemed to commence its existence upon the date the Charter Number is assigned to the corporation by the Secretary of State of the State of Florida.

ARTICLE ELEVEN

INDEMNIFICATION

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation this 23rd day of February, 1998.



Garry R. Spear, Esq.

STATE OF FLORIDA:

COUNTY OF BROWARD:

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Garry R. Spear, Esq., to me known to be the person described as Incorporator in the foregoing Articles of Incorporation, who produced a

driver's license as identification, and who took an oath and acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal this 23 day of February, 1998.



REBECCA J. MATHEWS
COMMISSION # CC 542158
EXPIRES MAR 24, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Rebecca J Mathews

Notary Public
State of Florida

My Commission Expires: 3/24/2000

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT
FOR SERVICE OF PROCESS**

The undersigned hereby designates Garry R. Spear, Esq., as its Registered Agent to accept service of process within this state.

Garry R. Spear
Incorporator

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts the foregoing designation as Registered Agent for service of process with the state of Florida, and agrees to comply with the provisions of the law applicable to said designation.

Garry R. Spear
Garry R. Spear, Esq.

FILED
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TALLAHASSEE, FLORIDA