

P9800000 26204

OUR FILE NUMBER:
WRITER'S DIRECT DIAL NUMBER: (305) 376-6066

March 13, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/19/98-01094-011
***122.50 ***122.50

Re: Tolgar Medical Services, Inc.

Dear Sirs:

Enclosed is the original and one copy of the Articles of Incorporation for the above-referenced company, along with a check in the amount of \$122.50.

Please proceed to file the enclosed articles and provide me with a certified copy of such articles. A self-addressed-stamped envelope is included for your convenience.

Thank you for your cooperation. If you have any questions, please contact me.

Sincerely,

Lisette Benitez

Lisette Benitez

c/o Ste 3400 - One Biscayne Tower
Two S. Biscayne Blvd.
Miami, FL 33131-1897

enclosure

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Dmc
3-20-98

FILED
98 MAR 19 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TOLGAR MEDICAL SERVICES, INC.

FILED
98 MAR 19 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name and Principal Place of Business

The name of the corporation is TOLGAR MEDICAL SERVICES, INC.

The corporation's initial principal place of business shall be 11330 S.W. 63rd Terrace, Miami, Florida 33173.

Article II

Nature of Business

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

Article III

Mailing Address

The initial mailing address of the corporation is 11330 S.W. 63rd Terrace, Miami, Florida 33173.

Article IV

Capital Stock

Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, each having \$1.00 par value.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 11330 S.W. 63rd Terrace, Miami, Florida 33173 and the name of the initial registered agent of this corporation at that address is Alexandra M. Garcia.

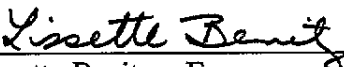
Article VI

Incorporator

The name and street address of the incorporator of this corporation is:

Lisette Benitez, Esq.
c/o Suite 3400 - One Biscayne Tower
Two South Biscayne Boulevard
Miami, Florida 33131-1897

IN WITNESS WHEREOF, the incorporator has executed these Articles on March 13,
1998.



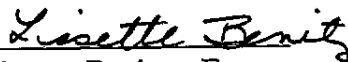
Lisette Benitez, Esq.

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

FILED
98 MAR 19 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

TOLGAR MEDICAL SERVICES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Alexandra M. Garcia, located at 11330 S.W. 63rd Terrace, Miami, Florida 33173, as its agent to accept service of process within Florida.


Lissette Benitez, Esq.
Incorporator

Dated: March 13, 1998

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Alexandra M. Garcia

Dated: March 18, 1998