P980000246

ACCOUNT NO. : 07210000032

REFERENCE: 748949 7147229

AUTHORIZATION:

COST LIMIT : \$ PREPAID

ORDER DATE: March 20, 1998

ORDER TIME : 10:48 AM

THE UNITED STATES
CORPORATION

ORDER NO. : 748949-005

CUSTOMER NO: 7147229

CUSTOMER: Gez Agolli, Director

PATH MEDICAL OF FLORIDA, INC.

900002463669--9 -03/20/98--01085--005 ****122.50 ****122.50

Suite C

7780 Cambridge Manor Place

Fort Myers, FL 33907

DOMESTIC FILING

NAME: PATH MEDICAL OF FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

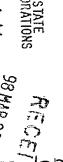
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

SECRETARY OF STATE DIVISION OF CORPORATIONS



ARTICLES OF INCORPORATION

DIVISION OF CORPORATIONS

98 MAR 20 PM 1: 41

OF

PATH Medical of Florida, Inc.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

<u>ARTICLE I. NAME</u>

The name of the corporation shall be:

PATH Medical of Florida, Inc.

The address of the principal office of this corporation shall be 7780 Cambridge Manor Place Suite C, Ft. Myers, FL 33907, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 7780 Cambridge Manor Place Suite C, Ft. Myers, Fl. 33907 and the name of the initial registered agent of the corporation at that address is Mr. Gez Agolli.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and adress of the initial member of the Board of Directors are:

Gez Agolli 19308 Pine Glen Dr, Ft. Myers, Fl. 33907. President/Director

Shep Agolli 953 SW 16th Place, Ft. Lauderdale, Fl. 33315 Vice President/Director

Adrian Ginoli 6041 Duval St., Hollywood, Fl. 33024 Director

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Gez Agolli 19308 Pine Glen Dr. Ft. Myers, Fl. 33912

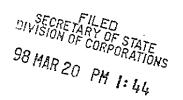
The undersigned incorporator has executed these Articles of Incorporation on March

17, 1997.

Gez Agolli

Incorporator/

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF I NCORPORATION



Gez Agolli having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Office Agolli (

Registered Agent