P98000029198

3/30/98

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

1:19 PM

(((H98000006096 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ PHONE: (305)599-0839

FAX #: (305)716-0346

NAME: IMED MANAGEMENT GROUP INC.

AUDIT NUMBER..... H98000006096

DOC TYPE......FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...1

PAGES..... 4

CERT. COPIES.....0

DEL.METHOD.. FAX

EST. CHARGE. . \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER "M" FOR MENU. **

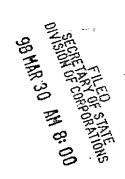
DIVISION OF CORPORATIONS
98 MAR 30 AM 8: 00

My m

ARTICLES OF INCORPORATION

OF

IMED MANAGEMENT GROUP INC.



THE UNDERSIGNED ACTING AS SUBSCRIBER OF A CORPORATION UNDER THE FLORIDA CORPORATION LAW, ADOPT THE FOLLOWINGS ARTICLES OF INCORPORATION.

ARTICLE I

THE NAME OF THE CORPORATION IS, IMED MANAGEMENT GROUP INC.

ARTICLE II

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED TO ENGAGE IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAW OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE 111

THE MAXIMUM OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUED AND HAVE OUTSTANDING AT ANY ONE TIME IS 50 SHARES OF COMMON STOCK, AS WHICH COMMON SHALL BE OF TO PAR VALUE. ALL STOCK IS TO ISSUED AS FULLY PAID AND EXEMPT FROM ASSEMENT.

ARTICLE IV

THE CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS IS NOT LESS THAN FIVE UNDRED DOLLARS.

ARTICLE V

THE EXISTENCE OF THE CORPORATION IS PERPETUAL.

ARTICLE YI

THE INITIAL POST OFFICE ADDRESS AND PRINCIPAL OFFICES OF THE CORPORATION IN THE STATE OF FLORIDA SHALL BE AT 10303 S.W. 115 STREET, HIAMI, FLORIDA 33176.

PREPARED BY: SANDRA VAZQUEZ 10303 SW 115 ST. MIAMI, FL. 33176 (305) 460-1737

ARTICLE VII

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICES TO AND OTHER ADDRESS WITHIN THE STATE OF FLORIDA.

ARTICLE VIII

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN (1) NOR MORE THAN (5).

ARTICLE IX

THE NAME AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND SLATE OF CORPORATE OFFICERS ARE, JUBEL TOBACK, PRESIDENT, AT 6953 COLUMBIA CT, MARGATE, FLORIDA 33063.

SANDRA VAZQUEZ, SECRETARY & TREASURER, AT 10303 SW 115 ST, MIAHI, FL 33176.

ARTICLE X

NO STOCKHOLDERS OF THE CORPORATION SHALL BE PERMITTED TO SELL OR OFFER FOR SALE HIS SHARES OF THE STOCK IN THE CORPORATION WITHOUT FIRST OFFEREING SAID SHARE FOR SALE TO ALL OTHER STOCKHOLDERS OF THE CORPORATION, AT THEIR BOOK VALUE. THE REMAINING STOCKHOLDERS MAY PURCHASE ALL OR ANY PART OF THE SHARES OF STOCK OFFERED FOR SALE BY THE OTHER STOCKHOLDERS.

ARTICLE XII

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS UNDER 1244 OF INTERNAL REVENUE CODE. IN ORDER FOR THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVED THE BENEFITS THERE UNDER.

ARTICLE XII

THE NAME AND POST OFFICE ADDRESS OF THE PERSON SUBSCRIBED THIS

ARTICLES OF INCORPORATION IS, SANDRA VAZQUEZ, AT 10303 SW 115 ST, MIAHI,

FL 33176. - 2 -

ARTICLE XIII

IN WITNESS WHEREOF, WE HAVE H	EREUNTO SET OUR HANDS AND SEALS
THIS 27 DAY OF HARCH	
	× Sandra Vaguez, Subscriber. (SEAL (
	(SEAL(
STATE OF FLORIDA) COUNTY OF DADE)	
AND OFFICER DULY AUTHORIZED TO CATHS IN THE STATE OF FLORIDA	DAY PERSONALLY APPEARD BEFORE ME, TO TAKE ACKNOWLEDGMENTS AND ADMINISTAR
TO ME WELL KNOWN TO BE THE PE	RSONS DESCRIBED IN AND WHO EXECUTED CORPORATION, AND WHO ACKNOWLEDGED THE SAME FREELY AND VOLUNTARILLY FOR
	SEAL THIS 27 DAY OF MARCH
19 98 , AT MIAMI C	OUNTY OF DADE STATE OF FLORIDA.
	-
NO	TARY PUBLIC, STATE OF FLORIDA AT LARGE.
	MY COMMISSION EXPIRES.

H98000006096

CERTIFICATE OF DESIGNATION REGISTERED AGENT/ REGISTED OFFICE



PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.	THE	NAME	OF	THE	CORPORA	TION	15,	IMeD	MANAGEM	ent G	ROUP I	NC.	
2.					DRESS OF						OFFI	CE 1	} -
_							:			· · · · · · · · · · · · · · · · · · ·			
						TIT	SNATURE	<u> </u>	SECR 1/98	<u>(h</u> etaré	egen O)	<u>)</u>

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREED TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND A AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITI ON AS REGISTERED AGENT.

SIGNATURE Sube John Date 3/27/98