

P98000031989

KELAV HEALTH, INC.

160 W. CAMINO REAL SUITE 256  
BOCA RATON, FL 33432

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -6 PM 2:54

APRIL, 2 1998

Secretary of State  
Capitol Building  
Tallahassee, Florida  
32304

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-04/06/98--01094--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Attention: Corporation Division

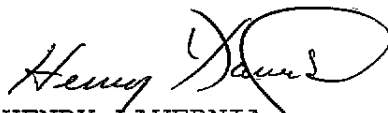
RE: KELAV HEALTH, INC.

Dear Sir:

Please accept for filing, the Articles of Incorporation and the Resident Agent form which designates the Resident Agent for the above-captioned corporation. Enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Original Articles of Incorporation	\$ 35.00
Resident Agent Fee	<u>35.00</u>
Total	\$ 70.00

Cordially,

  
HENRY LAVERNIA

4-7-98  
WS

CERTIFICATE OF INCORPORATION

-OF-

KELAV HEALTH, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is KELAV HEALTH, INC.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000,000 all of which shall be common shares with par value of \$0.01.

ARTICLE V. REGISTERED OFFICE

The street address and mailing address of the principal place of business is 160 W. CAMINO REAL SUITE 256, BOCA RATON, FL 33432, and the street address of the initial registered office of the corporation is 160 W. CAMINO REAL SUITE 256, BOCA RATON, FL 33432, and the name of the initial registered agent is HENRY LAVERNIA.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of two members, but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the Bylaws of the corporation, provided that in no event shall the Board of Directors consist of less than one member.

The names and addresses of the Directors which constitutes the first Board of Directors of the Corporation is:

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NAME  
PAUL KELMAN

ADDRESS  
160 W. CAMINO REAL SUITE 256  
BOCA RATON, FL 33432

HENRY LAVERNIA

160 W. CAMINO REAL SUITE 256  
BOCA RATON, FL 33432

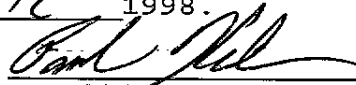
ARTICLE VII. INCORPORATORS

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

NAME  
PAUL KELMAN

ADDRESS  
160 W. CAMINO REAL SUITE 256  
BOCA RATON, FL 33432

IN WITNESS WHEREOF, the undersigned have subscribed their names this 2nd day of APRIL 1998.

  
PAUL KELMAN

  
HENRY LAVERNIA

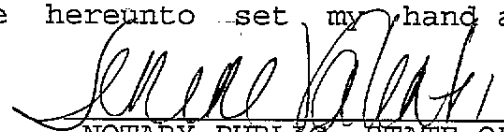
STATE OF FLORIDA )

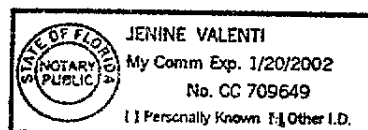
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COUNTY OF PALM BEACH )

On this 2nd day of April 1998, before me, the undersigned officers, personally appeared PAUL KELMAN & HENRY LAVERNIA, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE



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STATE OF FLORIDA

SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

KELAV HEALTH, INC.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:


KELAV HEALTH, INC., a corporation organized under the laws of the state of Florida, with its principal office at 160 W. CAMINO REAL SUITE 256, BOCA RATON, FL 33432 has named HENRY LAVERNIA located at 160 W. CAMINO REAL SUITE 256, BOCA RATON, FL 33432, county of PALM BEACH, as its agent to accept service of process within this state.

<u>OFFICERS</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESSES</u>
PAUL KELMAN	President/Dir	160 W. CAMINO REAL STE. 256 BOCA RATON, FL 33432
HENRY LAVERNIA	Sec./Dir. Treasurer	160 W. CAMINO REAL STE. 256 BOCA RATON, FL 33432

ACCEPTANCE

I agree as Resident Agent to accept Service of Process: to keep this office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by Law.

DATED: 4-2-98

  
HENRY LAVERNIA  
Resident Agent