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FLORIDA DIVISION OF CORPORATIONS
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((H98000008915 4))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: MEDBEDS, INC.

AUDIT NUMBER.....H98000008915

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE FLORIDA

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
MEDBEDS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MEDBEDS, INC.

The principal place of business of this corporation shall be:

220 S. University Drive, Plantation, Fl. 33324

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time
1000 shares at \$1.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

WILLIAM SAFRON 9703 W. Lake Ct. Boca Raton, Fl. 33434 50% of shares

JACKIE WILLOUGHBY 2711 SW 86 Way Davie, Fl. 33328 50% of shares

Prepared By: Michael I. Santucci, Esq.
5201 NW 74 Ave.
Miami, Fl. 33166
(800) 714-6191
FL. BAR # 0105260

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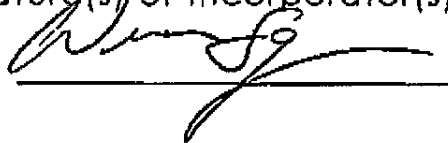
ARTICLE VI. INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

WILLIAM SAFRON 220 S. University Dr., Plantation, Fl. 33324

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 12th day of May, 1998.

Signature(s) of Incorporator(s)



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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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 corporation:

MEDBEDS, INC.

2. The name and address of the registered agent and office is:

WILLIAM SAFRON 220 S. University Dr.

(P.O. BOX NOT ACCEPTABLE)

Plantation, Florida 33324

(CITY/STATE/ZIP)

SIGNATURE 

TITLE Incorporator

DATE May 12, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE May 12, 1998