

P98000043585

Acosta Medical Services, Inc.
938-B S.W. 82nd Avenue.
Miami, FL 33144

MAY 5, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

600002518486--6
-05/11/98-01059-009
****122.50 ****122.50

RE:

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above corporation and original and one copy of the form designating resident agent.

Also enclosed is a check in the amount of \$122.50 to cover the following:

Filing Fee	\$	35.00
Certified Copy		52.50
Registered Agent Designation		<u>35.00</u>
	\$	<u>122.50</u>
		=====

FILED
98 MAY 11 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return the certified copy of the Articles of Incorporation to the above address.

Truly yours,

Jorge L. Acosta

EFFECTIVE DATE
5-8-98

Dmc
5/14/98

ARTICLES OF INCORPORATION

OF

Acosta Medical Services, Inc.

FILED

98 MAY 11 AM 10:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, and desiring to form a Corporation under the laws of the State of Florida, hereby certify as follows:

ARTICLE I

The name of the Corporation is: **Acosta Medical Services, inc.**

ARTICLE II

This corporation shall have perpetual existence beginning on:

May 8, 1998

EFFECTIVE DATE

5-8-98

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be 100 shares of common stock, with a par value of \$1.00 per share.

ARTICLE V

The street of the initial registered and principal office of this corporation shall be:

938-B S.W. 82nd Avenue
Miami, Florida 33144

or at such other places as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states or countries as may from time to time be authorized by it's Board of Directors.

ARTICLE VI

The name of the initial registered agent of this corporation shall be:

Jorge L. Acosta

whose address shall be the address of the registered office of this corporation.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than 1 and no more than 3 as shall from time to time be designated in the By-Laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE VIII

The name and street addresses of the first Board of Directors who subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation, and the Laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified are:

NAMES	DIRECTORS	ADDRESS
Jorge L. Acosta	President	938-B S.W. 82nd Ave. Miami, FI 33144

ARTICLE IX

The name and street addresses of each incorporator of this corporation is:

Jorge L. Acosta	President	938-B S.W. 82nd Ave. Miami, FI 3314
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ARTICLE X

The By-Laws of this corporation may be created, amended or changed by either the stockholders or the Directors at any regular or duty schedule special meeting.

ARTICLE XI

This corporation shall have in addition to a President, a Vice-President, Secretary and Treasurer, such other additional officer as may be created from time to time, by and under authorization of it's By-Laws. A failure to elect a President, a Secretary or a Treasurer shall not affect the existence of the corporation.

ARTICLE XII

All officers, agents and factors shall be chosen in such manner, hold their offices, for such terms and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

ARTICLE XIII

Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the corporation against all costs and expenses (including attorney's fees) here after reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding of whatever nature, to which he is or shall be made a part by reason of his being or having a Director of the corporation (whether or not he is a Director of the Corporation at the time he is made a party to such action, suit, or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he shall be finally adjusted in such actions, suit, or proceeding to have been derelict in the performance of the duties imposed on him as such Directors.

The right of indemnification herein provided shall not be exclusive of the other rights to which any such persons may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledge these **ARTICLES OF INCORPORATION** this 8th day of **MAY**, 1998.

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I, **HEREBY CERTIFY** that on the 8th day of MAY 1998 personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgements:

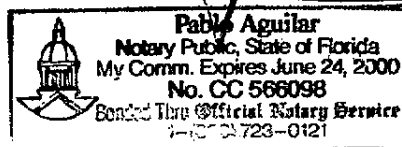


Jorge L. Acosta
Subscriber

to me well known and known to me the person who executed the foregoing Articles of Incorporation, and acknowledge that he signed and executed the same for the uses and purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami County of Dade, State of Florida, the day and year above written.

Notary Public, State of Florida



My Commission expires:

6/24/2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR

THE SERVICE OF PROCESS WITHIN THIS STATE. NAMING AGENT


UPON WHICH PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 Florida Statutes the following is submitted in compliance with said Act: **Acosta Medical Services, Inc.** Desiring to organize under the Laws of the State of Florida and with it's principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida has named **Jorge L. Acosta** located at 938-B S.W. 82nd Ave., Miami, Florida County of Miami-Dade accept services of process within this State.

FILED
98 MAY 11 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

Having named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the said Act relative to keeping open said office.

By: 

Registered Agent