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ROSS M. JOHNSTON, P.A.

ATTORNEY AT LAW

1000 QUAYSIDE TERRACE, Suite #1412

MIAMI, FLORIDA 33138-2219

305/891-2364

May 11, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

RXMED, INC. ARTICLES OF INCORPORATION

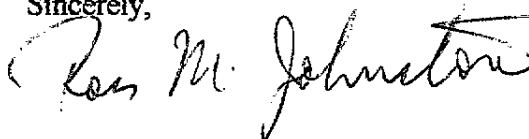
Dear Sir/Madam:

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$78.75 for filing fees and a certificate of status. RxMED was formed on May 8, 1998, and I would appreciate it if you would use the May 8, 1998 date for the official filing date.

Please file stamp one of the copies of the articles of incorporation and return it to me in the enclosed, self-addressed, stamped envelope.

Thank you in advance for your attention to this matter.

Sincerely,



Ross M. Johnston

Encls.

APPROVED
AND
FILED
98 MAY 13 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RxMED, INC.

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be:

RxMED, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

RxMED, Inc.
10771 S.W. 188th St., Bay #4
Miami, Florida 33157

ARTICLE III SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

10,000 Shares

ARTICLE IV INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Ross M. Johnston
RxMED, Inc.
10771 S.W. 188th St., Bay #4
Miami, FL 33157

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V PURPOSE

This Corporation is organized for the purpose of transacting any lawful business.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be fewer than one (1). The names and addresses of the initial officers and directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Carlos M. Campos, DPT	P.O. Box 971758, Miami, FL 33197-1758
Ross M. Johnston, DVS	1000 Quayside Ter., #1412, Miami, FL 33138

ARTICLE VII BYLAWS

The power to adopt, alter, amend, or repeal Bylaws not inconsistent with these Articles of Incorporation, or any amendment hereto, is vested in the Board of Directors of the Corporation.

ARTICLE VIII AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the shareholders of the Corporation.

ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, unless such person breached or failed to perform

his duties as an officer, director, employee or agent of the Corporation and such breach constitutes:

1. A violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
2. A transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
3. Recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety or property.

A judgment or other final adjudication against a director, officer, employee or agent of the Corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

Notwithstanding anything herein to the contrary, the Corporation shall not indemnify any person for liability for excise taxes imposed under Chapter 42 of the Internal Revenue Code or for liability for mismanagement of assets.

ARTICLE X RESTRICTION ON TRANSFER OF SHARES

To preserve the integrity of ownership and management of the Corporation, all shares of stock of this Corporation are issued subject to a shareholder agreement and restriction on the transfer of the shares and registration of transfer of shares of stock in the Corporation. Any shareholder who wishes to transfer his shares of stock in this Corporation, must first give the Corporation and its Board of Directors first right of refusal to acquire all or part of the stock that is to be transferred. This provision is authorized by the Incorporators pursuant to Florida Statutes Section 607.0627 (1997).


ARTICLE X INCORPORATORS

The name and addresses of the incorporators to these Articles of Incorporation is:

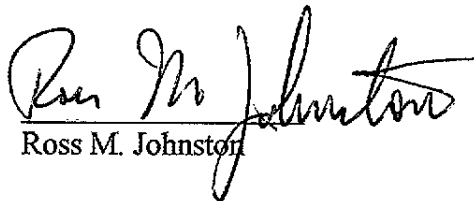
Carlos M. Campos
P.O. Box 971758
Miami, FL 33197-1758

Ross M. Johnston
1000 Quayside Ter. #1412
Miami, FL 33138

The undersigned incorporators have executed these Articles of Incorporation this 8th
~~day of May, 1998.~~



Carlos M. Campos



Ross M. Johnston

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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 Corporation is: **RxMED, Inc.**
2. The name and address of the registered agent and office is:

Ross M. Johnston
RxMED, Inc.
10771 S.W. 188th St., Bay #4
Miami, FL 33157

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 agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ross M. Johnston

May 8, 1998
Date

APPROVED
AND
FILED
98 MAY 13 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA