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MAY 12, 1998

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

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-05/18/98--01078--016
***245.00 ***122.50

RE: ARTICLES OF INCORPORATION
MEDSPY INTERNATIONAL INC.

DEAR SIRs,

ENCLOSED YOU WILL FIND MY CHECK IN THE AMOUNT OF \$122.50
WHICH PAYS THE FILLING FEE, RESIDENT AGENT FEE, AND CERTIFIED
COPY OF THE ARTICLES OF INCORPORATION INCLUDED HEREIN.

THANK YOU FOR YOUR CONSIDERATION IN THIS MATTER, AND IF YOU
HAVE ANY QUESTIONS, PLEASE CONTACT ME IMMEDIATELY.

VERY TRULY YOURS,

DALIA MELENDEZ
680 SO. MILITARY TR. SUITE B
WEST PALM BEACH, FLORIDA 33415
(561)478-1777

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 MAY 18 PM 3:14

FILED

[Handwritten signature]

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ARTICLE OF CORPORATION
OF
MEDSPY INTERNATIONAL INC

FILED
98 MAY 18 PM 3:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of this Corporation shall be:

MEDSPY INTERNATIONAL INC.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of operating as
NEEDLE INCINERATION transacting any and all lawful **business**.

ARTICLE III

CAPITOL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE IV

INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office and registered office of this corporation is
334 SE AVE I, BELLE GLADE, FL 33430 and the name of the initial registered agent of
this corporation at the above address is:

MAYRA DE LOURDES ZENO

ARTICLE V

DIRECTORS

This corporation shall have one (1) Director (s) initially. The number of Directors may be either increased or diminished from time to time by-laws but shall never be less than one.

The name and address of the initial Director (s) of this corporation is:

MAYRA DE LOURDES ZENO
P O BOX 1178
LOXAHATCHEE, FL 33470

ARTICLE VI

INCORPORATORS

The name and address of the person (s) signing these Articles is:

MAYRA DE LOURDES ZENO
P O BOX 1178
LOXAHATCHEE, FL 33470

ARTICLE VII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE VIII

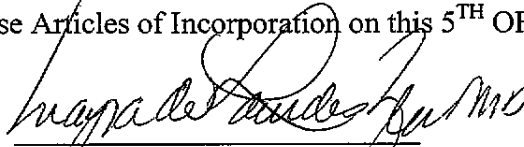
INDEMNIFICATION

The corporation shall indemnify any officer, director or former officer, and former director to the full extent permitted by law.

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment to them, and any right conferred upon the shareholders is subject to this reservation. IN WITNESS WHERE OF, the undersigned subscriber has executed these Articles of Incorporation on this 5TH OF MAY , 1998



MAYRA DE LOURDES ZENO
PRESIDENT

COUNTY OF PALM BEACH
STATE OF FLORIDA

BEFORE ME, the undersigned authority, this day personally appeared MAYRA DE LOURDES ZENO who after being duly sworn, deposes and say that the facts contained above are true and correct, and that he has executed the same for the purposes contained herein.

WITNESS my hand and official seal this 5TH DAY OF MAY, 1998.

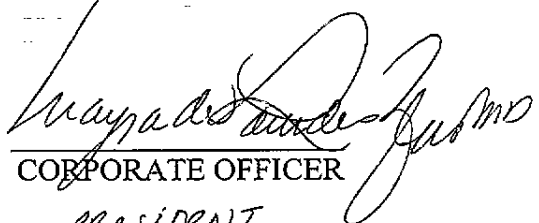



DALIA MELENDEZ
NOTARY PUBLIC, STATE OF FL.
COMMISSION INFORMATION:

CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHICH PROCESS MAY BE SERVED. IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES.
THE FOLLOWING IS SUBMITTED:

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA.

WITH IT'S PRINCIPAL PLACE OF BUSINESS 334 SE AVE I, BELLE GLADE, FL 33430, AND COUNTY OF PALM BEACH, STATE OF FLORIDA AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.


CORPORATE OFFICER
President

TITLE

5-6-98

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT OF SAID CORPORATION, AND I HEREBY COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PRFORMANCE OF MY DUTIES.

SIGNATURE

DATE

5-6-98

98 MAY 18 PM 3: 14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED