

LAW OFFICES OF
PALMER & PALMER, P.A.

3117-B Edgewater Drive
Orlando, Florida 32804

(407) 650-8900
Fax (407) 650-8811

P980000047831

May 21, 1998

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

RE: Drew Medical of Florida, Inc.

200002536042--9
-05/27/98--01018--018
*****70.00 *****70.00

Dear Sir/Madam:

Please find enclosed Articles of Incorporation, By-Laws, Certificate of Designation of Registered Agent and my check in the amount of \$70.00 which represent the filing fee in this matter.

Very truly yours,



William D. Palmer, Esquire

WDP:vdw

Enclosures

FILED
98 MAY 27 PM 2:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

P03-10909
Same owner
Drew Medical, Inc.
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ARTICLES OF INCORPORATION

OF

Drew Medical of Florida, Inc.

FILED
98 MAY 27 PM 2:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I
NAME AND ADDRESS

The name of the corporation is Drew Medical of Florida, Inc. The principal office of the Corporation and its mailing address is 5401 Kirkman Road, Suite 502, Orlando, Florida 32819.

ARTICLE II
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE III
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do such other things as are incidental to the foregoing and necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3117-B Edgewater Drive, Orlando, Florida 32804 and the name of the initial registered agent at such address is William D. Palmer, Esquire.

ARTICLE VI
DIRECTORS

A. The number of directors constituting the initial Board of Directors of the corporation is two. The name and address of the persons who are to serve as members of the initial Board of Directors, each to hold office until the First annual meeting of the shareholder of this Corporation or until their successor's are elected or appointed and have qualified are:

Name	Address
Michael D. Dinkel	7209 Sand Lake Road, Suite 300, Orlando, FL 32819
Lee David Effenson	5401 S. Kirkman Road, Suite 502, Orlando, FL 32819

B. The number of directors may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.

D. Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.

E. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for any cause deemed sufficient by such shareholders.

F. In case one or more vacancies shall occur in the board of directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

ARTICLE VII
INCORPORATORS

The name and address of each incorporator is:

Michael D. Dinkel	7209 Sand Lake Road, Suite 300, Orlando, FL 32819
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ARTICLE VIII
LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.

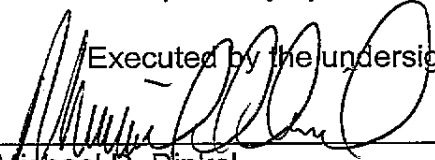
ARTICLE IX
AMENDMENT TO ARTICLES

These articles of incorporation may be amended in the manner provided by law. Every amendment which requires shareholder approval shall be approved by the board of directors, proposed by them to the shareholders as required by law, and approved at a shareholders' meeting by the holders of a majority of the stock issued, outstanding and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

ARTICLE X
BY-LAWS

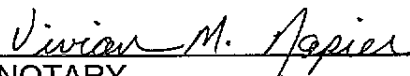
The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.

Executed by the undersigned that Orlando, Florida on May 20, 1998.



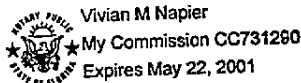
Michael D. Dinkel
Incorporator

Sworn and Subscribed before me Michael D. Dinkel who is personally known to me or has produced _____ as I.D.



NOTARY

My commission expires:



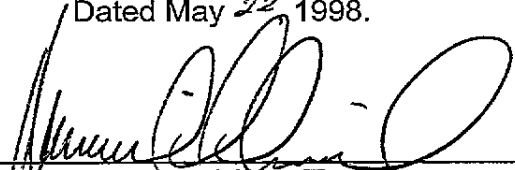
The Department of State, Tallahassee, Florida 32304

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Section 607.0505 of the Florida General Corporation Act, the following is submitted:

Drew Medical of Florida, Inc., with its principle place of business at 7209 Sand Lake Road, Suite 300, Orlando, Florida 32819, has named William D. Palmer, Esquire, located at 3117-B Edgewater Drive, Orlando, Florida as its agent to accept services of process within Florida.

Dated May ²², 1998.



Chief Executive Officer/Treasurer
Drew Medical of Florida, Inc.

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 and proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 of the Florida General Corporation Act.

Dated May ²², 1998.



William D. Palmer, Esquire
Registered Agent

FILED
98 MAY 27 PM 2:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA