

LAW OFFICES
FREEDMAN & McCLOSKY
PROFESSIONAL ASSOCIATION
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REED B. McCLOSKY
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July 23, 1998

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*****70.00 *****70.00

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: Adept Medical Management, Inc.

Dear Sir/Madam:

I have enclosed this firm's check no. 3090 in the amount of \$70.00 as filing fee for the above-referenced corporation. I have also enclosed the original and one copy of the executed Articles of Incorporation. Please return to me one file stamped copy in the enclosed, stamped envelope. Thank you.

Very truly yours,

FREEDMAN & McCLOSKY, P.A

Randy R. Freed

Randy R. Freedman

RBM/fjm

Enclosures:

7/27

FILED
98 JUL 23 AM 11:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
ADEPT MEDICAL MANAGEMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned associates for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Florida Business Corporation Act, Chapter 607, Florida Statutes, providing for the formation, liability, rights, privileges, and immunities of corporations.

ARTICLE I

The name and address of the corporation is:

Adept Medical Management Inc.
10931 SW 31st street
Davie, FL 33328

ARTICLE II

This corporation shall commence its existence as of the date of the filing of these articles, and its existence shall be perpetual.

ARTICLE III

This corporation is organized for the purpose of transacting and all lawful business.

ARTICLE IV

This corporation is authorized to issue one thousand share of common stock with no par value.

ARTICLE V

The name and address of the initial registered agent and street address of the initial registered office of this corporation are:

Richard W. McNally
10931 SW 31st street
Davie, FL 33328

ARTICLE VI

The number of directors of this corporation shall be not less than one (1). The initial number of directors shall be one (1), and the number of directors may be increased and decreased from time to time by the by laws of this corporation. The name and address of the initial director is:

NAME	ADDRESS
Richard W. McNally	10931 SW 31 st street Davie, FL 33328

ARTICLE VII

The initial officers of the corporation shall be:

NAME	ADDRESS
Richard W. McNally	10931 SW 31 st street Davie, FL 33328

ARTICLE VIII

The name and address of the incorporator is:

Richard W. McNally
10931 SW 31st street
Davie, FL 33328

ARTICLE IX

The power to adopt, alter, amend or repeal by-laws will be vested in the board of directors and shareholders.

ARTICLE X

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

ARTICLE XI

This corporation reserves the right to amend, or appeal any provisions contained in these Articles of Incorporation, or any amendment to them.

IN WITNESS WHEREOF, The undersigned incorporator has executed these Articles of Incorporation on this 14th day of July, 1998.

Richard W. McNally
Richard W. McNally
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 14 day of July, 1998 by Richard W. McNally, who is personally known to me, or who has produced _____ as identification and who did (did not) take an oath.

Lilliana Maya Benito
NOTARY PUBLIC

My commission expires:



ACCEPTANCE OF APPOINTMENT

Pursuant to 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts his appointment as registered agent of ADEPT MEDICAL MANAGEMENT, INC. and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office at the address specified above. The undersigned is familiar with and accepts the obligations of 607.0505, Florida Statutes.

Date: July 14th, 1998

Richard W. McNally
Richard W. McNally

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TALLAHASSEE FLORIDA