

11/25/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ALL PROFESSIONAL GROUP, INC.
AUDIT NUMBER.....H98000022149
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
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under the laws of the State of Florida, with and under the following
Charter:

ARTICLE I

The name of the corporation shall be:

ALL PROFESSIONAL GROUP, INC.

ARTICLE II

The general nature of the business to be transacted shall be sales and rental of Medical Equipment and or otherwise engage in any activity or business permitted under the laws of the United States of America and this State.

ARTICLE III

The capital stock of this corporation shall consist of 1000 shares of common stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation the holders of the stock shall be entitled to distribution rateable as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The business and property of this corporation shall be managed by a Board of Directors consisting of three (3) or more members, as may be provided By-laws.

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GERALD T. ENGEL, ESQ.
901 N. W. 22ND AVENUE
MIAMI, FL 33125
(305) 649-7344

FL. BAR NO.: 694-290

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ARTICLE VI

The names and post office addresses of the first Board of Directors of this corporation, who, subject to the provisions of this Certificate, the By-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

Residing at:	ISABEL V. MACHIN 8851 N. W. 119TH ST., #5113 HIALEAH GARDENS, FL 33018	President
Residing at:	JUAN FLORES 8430 N. W. 8TH STREET, #9 MIAMI, FL 33126	Vice-President
Residing at:	JUAN PEDRO FALCON 955 S. W. 2ND AVENUE, #1510 MIAMI, FL 33130	Treasurer

ARTICLE VII

The Registered Agent for the purpose of complying with Florida law shall be ISABEL V. MACHIN and the registered agent's office of this corporation shall be 1421 S. W. 8TH Street, Suite 4-B, Miami, FL 33135.

ARTICLE VIII

The post office address of the principal office of this corporation until otherwise determined by the stockholders or the Board of Directors shall be 1421 S. W. 8TH Street, Suite 4-B, Miami, FL 33135 and branch offices may be maintained at such places in the State of Florida, and in the United States of America and in foreign countries as may from time to time be authorized by the stockholders or Board of directors of this Corporation.

ARTICLE IX

The name and post office address of the Subscriber of this Certificate of Incorporation and the number of shares of the capital stock of this

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corporation subscribed by the said Subscriber of this Certificate of Incorporation are as follows:

NAME	ADDRESS	NO. OF SHARES
ISABEL V. MACHIN	8851 N. W. 119TH ST., #5113 HIALEAH GARDENS, FL 33018	333
JUAN FLORES	8430 N. W. 8TH STREET, #9 MIAMI, FL 33126	333
JUAN PEDRO FALCON	955 S. W. 2ND AVENUE, #1510 MIAMI, FL 33130	334

ARTICLE X

The regulations of the conduct of the affairs of this corporation, the issuance of certificate of capital stock of this corporation, the voting rights of the holders of the shares of the capital stock of this corporation, are vested in the shareholders.

IN WITNESS WHEREOF, the undersigned Subscriber has hereunto set their hand and seal in the City of Miami, County of Dade, State of Florida, this 24th day of November, 1998.

SWORN TO AND SUBSCRIBED before me on this 24th day of November, 1998.


ISABEL V. MACHIN, PRESIDENT (SEAL)


JUAN FLORES, VICE-PRESIDENT (SEAL)


JUAN PEDRO FALCON, TREASURER (SEAL)

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, ISABEL V. MACHIN, JUAN FLORES and JUAN PEDRO FALCON, known to be the persons who executed the foregoing Certificate of Incorporation of PROFESSIONAL GROUP, INC., and they acknowledged

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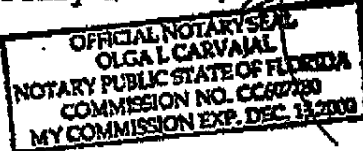
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before me that they has executed the same for the purpose therein set forth. The foregoing instrument was acknowledged before me by PROFESSIONAL GROUP, INC., who produced identification.

SWORN TO AND SUBSCRIBED before me on this 24th day of November, 1998.


Notary Public, State of Florida

MY COMMISSION EXPIRES:



I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION AND I AM FAMILIAR WITH THE DUTIES REQUIRED OF ME.


ISABEL V. MACHIN, REGISTERED AGENT

Prepared by:

GERALD T. ENGEL, ESQ.
901 N. W. 22ND AVENUE
MIAMI, FL 33125
(305) 649-7344

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