

FAX AUDIT NO. H98000022206

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11/30/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: LLOYD GRANET

ACCT#: 074632001025

CONTACT: LLOYD GRANET

PHONE: (561)999-9300

FAX #: (561)999-9400

NAME: MED HOLDINGS, INC.

AUDIT NUMBER.....H98000022206

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 4

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** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

Lloyd Granet, Esq., 1900 NW Corporate Blvd, Suite 100 West Building, Boca Raton, FL 33431
Ph. 561-999-9300 - Fax 561-999-9400, Florida Bar No. 525431
AUDIT NUMBER -H98000022206

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 30, 1998

LLOYD GRANET

SUBJECT: MED HOLDINGS, INC.
REF: W98000026718

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please note article V states that the Corporation shall have one director initially, however you listed none.

If you have any further questions concerning your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

FAX Aud. #: H98000022206
Letter Number: 998A00056714

See corrected articles.

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF
MED HOLDINGS, INC.**

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

ARTICLE I. NAME

The name of the corporation is **MED HOLDINGS, INC.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business address and mailing address of this corporation shall be 300 NE 19TH Court, Suite N-117, Fort Lauderdale, Florida 33305.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00.

ARTICLE IV. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The name of the initial registered agent whose business office is identical to the registered office is: **Lloyd Granet.**

The address of the registered office of the corporation is 1900 NW Corporate Blvd., Suite 100, Boca Raton, FL 33431.

The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE V. BOARD OF DIRECTORS.

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws adopted by the shareholders, but shall never be less than one. The sole director of the Corporation is Marc E. Duquette, 300 NE 19th Court, Suite N-117, Fort Lauderdale, FL 33305

ARTICLE VI. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation is:
Lloyd Granet

1900 NW Corporate Blvd. Suite 100-W. Bldg., Boca Raton, Florida 33431

**Lloyd Granet, Esq., 1900 NW Corporate Blvd. Suite 100 West Building, Boca Raton, FL 33431
Ph. 561-999-9300 - Fax 561-999-9400, Florida Bar No. 525431
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ARTICLE VII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.


In witness whereof, the undersigned as Incorporator, has executed these Articles of Incorporation on the date set out below.


LLOYD GRANET
Incorporator

November 30, 1998
Date

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public, personally appeared Lloyd Granet, who is to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the date set out above.


Notary Public State of Florida at Large

Commission expiration:



Myra A. Bailou
MY COMMISSION # CC717079 EXPIRES
May 16, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

Lloyd Granet, Esq., 1900 NW Corporate Blvd. Suite 100 West Building, Boca Raton, FL 33431
Ph. 561-999-9300 - Fax 561-999-9400, Florida Bar No. 525431
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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: MED HOLDINGS, INC.
2. The name and address of the registered agent and office is:

Lloyd Granet, Esq.
1900 NW Corporate Blvd. Suite 100 West Building.

SIGNATURE: _____

Lloyd Granet

TITLE: Registered Agent

DATE: November 30, 1998

HAVING BEEN NAMED AS REGISTERED AGENT 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.

SIGNATURE: _____

LLOYD GRANET

DATE: November 30, 1998

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