

Feb. 9. 1999 10:39AM KRAMER GREEN

No.0146 P. 1

Division of Corporations

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Florida Department of State

Division of Corporations

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Account Name : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
Account Number : 073707002173
Phone : (954) 966-2112
Fax Number : (954) 981-1605

FLORIDA PROFIT CORPORATION OR P.A.

med-mgt corporation

Certificate of Status	0
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KRAMER GREEN

No.0146 P. 2
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**ARTICLES OF INCORPORATION
OF
MED-MGT CORPORATION**

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation

ARTICLE I

NAME

The name of this corporation is MED-MGT CORPORATION

ARTICLE II

MAILING ADDRESS

The mailing address of this corporation is 8747 NW 57 Street, Tamarac, FL 33351.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation with the Department of State.

ARTICLE IV

PURPOSE

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

Prepared by: Mitchell F. Green, Bar No. 358789, 4000 Hollywood Blvd.,
Suite 485 So., Hollywood, FL 33021, Phone: (954)966-2112

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TALLAHASSEE FLORIDA

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ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

This Corporation shall issue two (2) classes of common stock, to-wit:

1. Voting common stock; and
2. Nonvoting common stock.

The two (2) classes of common stock, except for their voting rights, shall be identical in all respects, including but not limited to their rights, preferences and obligations.

Each share of voting common stock of this Corporation shall entitle the holder of record hereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 485 South, Hollywood, FL 33021, and the name of the initial registered agent of this corporation at that address is Mitchell F. Green..

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have ~~two~~ (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never less than one (1). The names and addresses of the Initial directors of this corporation are:

Caren E. Tondo
8747 NW 57th Street
Tamarac, FL 33351

Gloria M. Burns-Sacco
8747 NW 57th Street
Tamarac, FL 33351

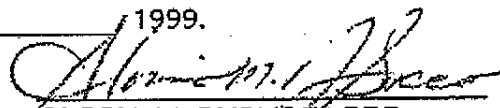
ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

Gloria M. Burns-Sacco
8747 NW 57th Street
Tamarac, FL 33351

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on this 1st day of February 1999.


GLORIA M. BURNS-SACCO
Incorporator

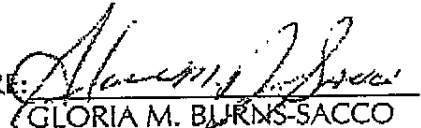
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST -- That MED-MGT CORPORATION, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8747 NW 57th Street, City of Tamarac, State of Florida, has named Mitchell F. Green, located at 4000 Hollywood Boulevard, Suite 485 So., City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: 
GLORIA M. BURNS-SACCO
TITLE: Incorporator

DATE: 2-1-99

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 to the proper and complete performance of my duties.

SIGNATURE: 
MITCHELL F. GREEN
Registered Agent

DATE: 2/4/99

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