

P99 00 0030741

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Medical Auctions, Inc.

Enclosed is an original and one (1) copy of articles of incorporation and a check for seventy-eight dollars and seventy-five cents (\$78.75) for Filing fee and certificate.

From: Joseph C. Bodiford, Esquire
14502 N. Dale Mabry, Suite 200
Tampa, FL 33618
(813) 964-5272

EFFECTIVE DATE
4-1-99

800002825578--6
-03/31/99--01078--007
*****78.75 *****78.75

FILED
99 MAR 31 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
4-5-99

EFFECTIVE DATE

4-1-99

ARTICLES OF INCORPORATION

Medical Auctions, Inc.

The undersigned incorporator, a natural person competent to contract, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be Medical Auctions, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1017 Bay Harbor Place, Tampa, Florida, 33602.

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock, in one class only, each with a par value of one cent (\$.01).

ARTICLE IV: BOARD OF DIRECTORS

The initial board of directors shall have one (1) member, whose name and address is as follows: Lauren B. Tobin, 1017 Bay Harbor Place, Tampa, Florida, 33602.

The number of directors may be raised or lowered by amendment of the bylaws of the corporation, but shall be in no case less than one (1).

ARTICLE VII: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is Joseph C. Bodiford, Esquire, 14502 North Dale Mabry, Suite 200, Tampa, Florida, 33618.

ARTICLE V: TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI: LIMITATION OF LIABILITY

Each director, stockholder, and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him or her in connection with defense of, or for advice concerning any claim asserted or proceeding brought against him or her by reason of his or her being or having been a director, stockholder, or

FILED
99 APR 1 AM 9:17
TAMPA FLORIDA

officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be exclusive of any other rights to which any director, stockholder, or officer may be entitled as a matter of law.

ARTICLE VII: EFFECTIVE DATE

The effective date of this corporation shall be April 1, 1999.

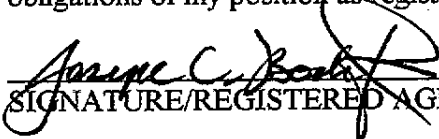
ARTICLE VII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is: Joseph C. Bodiford, Esquire, 14502 North Dale Mabry, Suite 200, Tampa, Florida, 33618.


SIGNATURE/INCORPORATOR

March 29, 1999
DATE

Having been named as registered agent and 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/REGISTERED AGENT

March 29, 1999
DATE

FILED
99 MAR 31 AM 9:17
CLERK OF STATE
TALLAHASSEE, FLORIDA