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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 366125 - 7117918

AUTHORIZATION

Patricia Pizit
COST LIMIT : \$ 78.75

ORDER DATE : September 7, 1999

ORDER TIME : 3:29 PM

ORDER NO. : 366125-005

400002980224--2

CUSTOMER NO: 7117918

CUSTOMER: Alexander Tirado, President
SUNMED, INC.
SUNMED, INC.
Suite 500
1150 Northwest 72nd Avenue
Miami, FL 33126

DOMESTIC FILING

NAME: AMADIS MEDICAL GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -7 AM 10:30

9/8/99
RECEIVED
99 SEP -7 PM 4:35
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

9/1/99

ARTICLES OF INCORPORATION
OF
AMADIS MEDICAL GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP -7 AM 10:30

THE UNDERSIGNED incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- First:** The name of the corporation is Amadis Medical Group, Inc. (the "Corporation").
- Second:** The principal office address and mailing address of the Corporation is: 1987 NW 87th Court, Suite 201, Miami, Florida 33172.
- Third:** The Corporation is authorized to issue 5000 shares of common stock, par value \$.10 per share.
- Fourth:** The street address of the initial registered office of the Corporation is: 1987 NW 87th Court, Suite 201, Miami, Florida 33172, and the registered agent at that address is SunMed, Inc.
- Fifth:** The name and address of the incorporator of the Corporation is: SunMed, Inc., 1987 NW 87th Court, Suite 201, Miami, Florida 33172.
- Sixth:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- Seventh:** The Corporation shall have three directors initially and the number of directors may increased or diminished from time to time as provided in the bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors of the Corporation are:

Alexander Tirado
1987 NW 88th Court
Suite 201
Miami, Florida 33172;

Michael J. Martin, MD
1987 NW 88th Court
Suite 201
Miami, Florida 33172;

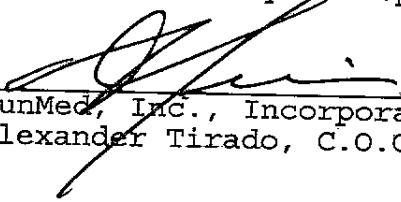
Dwight Blake, MD
1987 NW 88th Court
Suite 201
Miami, Florida 33172;

Eighth: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

Ninth: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

Tenth: The corporate existence of the Corporation shall commence on September 1, 1999.

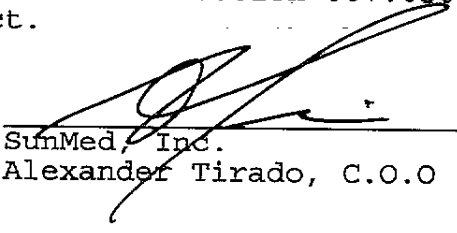
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1 day of September, 1999



SunMed, Inc., Incorporator
Alexander Tirado, C.O.O

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporations of Section 607.0505 of the Florida Business Corporation Act.



SunMed, Inc.
Alexander Tirado, C.O.O

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DIVISION OF CORPORATIONS
99 SEP -7 AM 10:30