

TODD & TODD

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September 24, 1999

Secretary of State
State of Florida
The Capitol
Attention: Corporations Division
Tallahassee, Florida 32304

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-09/28/99--01030--001
122.50 **78.75

RE: The Dempsey Group, Incorporated

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation of The Dempsey Group, Incorporated along with my check # 3011 in the amount of \$122.50, to cover the following:

Filing Articles of Incorporation	\$ 35.00
Filing Registered Agent Form	\$ 35.00
Certified Copy	\$ 52.50

Also, enclosed please find the properly executed agent form. Please return to this office a certified copy of the Articles of Incorporation at your earliest possible convenience.

Your cooperation in this matter is greatly appreciated.

Sincerely,



JOHN DAVID TODD, ESQUIRE

Enc.

FILED
1999 SEP 28 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1999 SEP 28 PM 1: 31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE DEMPSEY GROUP, INCORPORATED

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, to wit: Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - Name

The name of this corporation is THE DEMPSEY GROUP, INCORPORATED.

ARTICLE II - Nature of Business

The general nature of the business to be transacted by this corporation is: to establish and render a Consulting Business dealing with Medical Supplies and Services, open to the public, and do any and all things incidental to the purpose for which this corporation is formed and which are not prohibited by the laws of Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description: except that is not to conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition: nor shall this corporation engage in any business or activity which is now or may hereafter be prohibited under the Florida Statutes as expressed in Chapter 607.

To the extent that such activities are not prohibited under Chapter 607, Florida Statutes, or by any other laws of the State of Florida, this corporation shall be empowered as follows:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become a guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the company.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the directors may deem to be in the interest of the company.

To enjoy all of the powers, privileges and immunities now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

The foregoing shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation, which may be necessary or profitable.

ARTICLE III - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$ 1.00 per share.

ARTICLE IV - Initial Capital

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V - Term

This corporation shall have perpetual existence.

ARTICLE VI - Address

The street address of the initial registered or principal office of this corporation in the State of Florida is:

4616 Yacht Club Road
Jacksonville, Florida 32210

and the name of its initial registered agent at such address is:

Edward Augustus Dempsey, III

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

ARTICLE VII - Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

ARTICLE VIII - Initial Directors

The Name and address of the member of the first Board of Directors of the corporation is:

EDWARD AUGUSTUS DEMPSEY, III.
4616 Yacht Club Road
Jacksonville, FL. 32210

ARTICLE IX - Subscribers

The name and post office address of the subscriber of these

Articles is:

EDWARD AUGUSTUS DEMPSEY, III.
4616 Yacht Club Road
Jacksonville, FL. 32210

ARTICLE X

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, and any right conferred upon the stockholders is subject to this reservation.

The initial by-laws of this corporation shall be adopted by the directors. The by-laws may be amended from time to time by either the stockholders or the directors, but the directors may not alter or amend any by-law adopted by the stockholders.

Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.

The stockholders may, through by-law provision or by stockholders' agreement, recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to

have received proper notice of such meeting, unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transactions by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction, which would otherwise be valid under the common and statutory law applicable thereto.

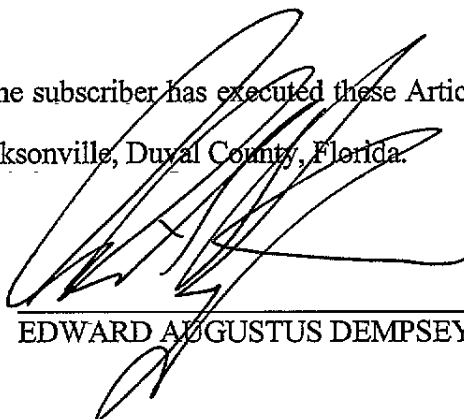
The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any capacity and receive compensation therefore in any form.

ARTICLE XI

The corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the corporation or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the

performance of duty. The corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any by-law, agreement, vote of shareholders, or otherwise.

24th IN WITNESS WHEREOF the subscriber has executed these Articles of Incorporation, the day of September 1999, at Jacksonville, Duval County, Florida.


(SEAL)
EDWARD AUGUSTUS DEMPSEY, III.

STATE OF FLORIDA

COUNTY OF DUVAL

Before me personally appeared EDWARD AUGUSTUS DEMPSEY, III, known by me to be the person named in and who executed the foregoing Articles of Incorporation and he acknowledged to me that he executed the same.

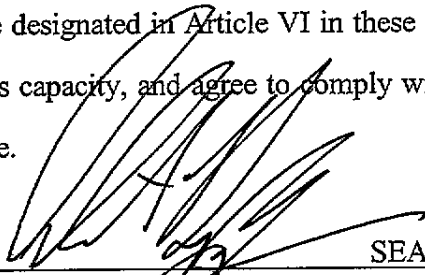
IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24th day of September 1999.


NOTARY PUBLIC, State of Florida
My Commission expires:



John David Todd
MY COMMISSION # CC722915 EXPIRES
March 8, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ACKNOWLEDGEMENT: Having been named as the initial registered agent for this corporation at the initial registered or principal office designated in Article VI in these Articles of Incorporation, I hereby accept and agree to act in this capacity, and agree to comply with laws of the State of Florida relative to keeping open said office.


SEAL)
EDWARD AUGUSTUS DEMPSEY, III
Registered Agent

FILED
1999 SEP 28 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA