

**PHYSICIANS CONSULTING SERVICES, INC.**

P99000796501

October 28, 1999

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11/01/99 01083-015

\*\*\*\*\*70.00 \*\*\*\*\*70.00

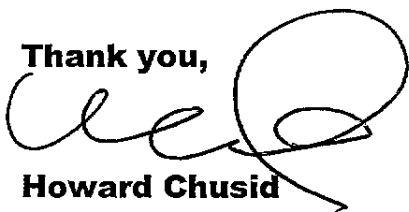
Florida Department of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

RE: CompMed, Inc.

To whom this may concern:

Enclosed you will find two copies of applications for CompMed, Inc. . Additionally you will find a check for \$70 . Please return a stamped completed application.

Thank you,



Howard Chusid

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11-8  
WC

ARTICLES OF INCORPORATION

The undersigned, a natural person competent to contract, for the purpose for forming a corporation under the Florida General Corporation Act hereby adopts the following Articles of Incorporation:

Article 1 - Name

The name of the corporation is:

CompMED, Inc.

ARTICLE 11 - DURATION

The term of existence of the corporation is perpetual.

ARTICLE 111 - PURPOSE

The corporation shall be engaged in any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 7,500, all of which shall be common shares with par value of \$1.00 per share. There shall be no cumulative voting.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - REGISTERED OFFICE

The street address of the initial registered office of the corporation is:

c/o Howard Chusid  
3121 W. Hallandale Beach Blvd.  
Suite 101  
Pembroke Park, Fl 33009

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

Howard Chusid

ARTICLE VII - PRINCIPAL OFFICE

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

3121 W. Hallandale Beach Blvd.  
SUITE 101  
PEMBROKE PARK, FL 33023

The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VIII - DIRECTORS

8.01 The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1).

8.02 The names and addresses of the members of the first Board of Directors are:

Dawn Villachi  
3121 W. Hallandale Bch. Blvd  
Suite 101  
Pembroke Park, Fl 33009

Howard Chusid  
3121 W. HALLANDALE BEACH BLVD.  
SUITE 101  
PEMBROKE PARK, FL 33009

Zaida Holland  
3121 W. Hallandale Bch. Blvd.  
Suite 101  
Pembroke Park, Fl 33009

Lisa Tsolis  
3121 W. HALLANDALE BEACH BLVD.  
SUITE 101  
PEMBROKE PARK, FL 33009

The above directors of the corporation shall serve until their successors are elected and qualified to serve, pursuant to the corporation's bylaws.

ARTICLE IX - AMENDMENTS

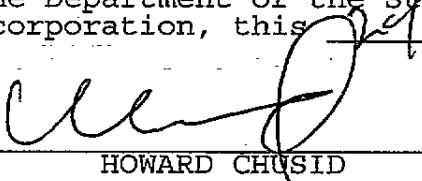
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE X - INCORPORATOR

The name and address of the incorporator is;

NAME	ADDRESS
HOWARD CHUSID	3121 W. HALLANDALE BEACH BLVD. SUITE 101 PEMBROKE PARK, FL 33009

IN WITNESS WHEREOF, the undersigned has set his signature and seal as a subscriber of CompMED, Inc., and has acknowledged and filed in the office of the Department of the State of Florida, these Articles of Incorporation, this 13th day of October, 1999.

  
\_\_\_\_\_  
HOWARD CHUSID

99 NOV - 1 PM 4:17  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

OF

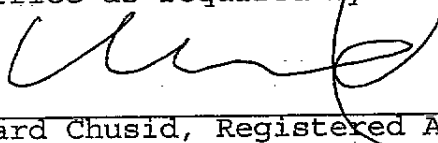
CompMED, Inc.

Pursuant to Chapter 48.091, Florida statutes, the following is submitted in compliance with said Act:

CompMED, Inc., a corporation organizing under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the city of Pembroke Park, Broward County, has named Howard Chusid located at 3121 W. Hallandale Beach Blvd. City of Pembroke Park, Broward County, State of Florida, as its registered agent to accept service of process with this state.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep office open during prescribed hours, to post my name in some conspicuous place in office as required by law.



Howard Chusid, Registered Agent