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EMPIRE CORP

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Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone : (305) 541-3694

Fax Number : (305) 541-3770

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

MED PLUS II, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 08 |
| Estimated Charge | \$78.75 |

12-17-99



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CERTIFICATE OF INCORPORATION

ARTICLE ONE

NAME

The name of this Corporation shall be:

MED PLUS II, INC.

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

TERMS OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the Laws of the State of Florida. The date on which corporate existence shall begin is the date of the Incorporation.

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TALLAHASSEE, FLORIDA

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COSME DE LA TORRIENTE, ESQ. P.A.
FLORIDA BAR NO. 191728
155 SW 25TH ROAD
MIAMI, FL. 33129
305-857-3434

H99000032264**ARTICLE FOUR****MINIMUM CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than One Hundred Dollars (\$100.00), or such greater amount as may be required by law.

ARTICLE FIVE**NUMBER OF DIRECTORS**

The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

| | |
|-----------------------------|--------------------------------|
| PIERRE R. BLEMUE | DIRECTOR/PRESIDENT |
| BERNESTO A. MONTANER | DIRECTOR/VICE-PRESIDENT |
| FABIAN S. DIAZ | DIRECTOR/SECRETARY |

ARTICLE SIX**CLASSES OF DIRECTORS**

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

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ARTICLE EIGHT

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

A. Designation: The stock of this Corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is:

7,500 Shares

C. Par Value: Each Share of Common Stock shall have the par value of:

\$1.00 each

D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or in the absence of fraud the value of any such consideration shall be conclusive.

E. Non-assessability: Each Share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative voting.

G. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

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ARTICLE NINE

INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, Officers, employees, or agents, or former Directors, Officers, employees or agents, or any person who may have served at its request as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, in which its own shares of capital stock, or of which it is a creditor, against the expenses, including the cost of any judgments, fines, settlements and counsel fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which any such person or his legal representative may be made a party, or may be threatened to be made a party by reason of his alleged acts of omission while being or having been such Director, Officer, employee or agent, provided, it shall not be determined by a final determination thereof on the merits that such Director, Officer, employee or agent his duties, or provided that such action, suit or proceeding shall be settled without a final determination on the merits and it shall be determined that such Director, Officer, employee or agent had not in any substantial way been derelict in the performance of his duties as charged therein, such determination to be made by a majority of the members of the Board of Directors of this Corporation who were not parties to such action, suit or proceedings, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer, employee or agent may be entitled as a matter of law or which may be lawfully granted to him.

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H99000032264**ARTICLE TEN****SPECIAL VOTING PROVISIONS**

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation.

Required percentage: MAJORITY

2. Sale, lease or exchange of all this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation.

Required percentage: MAJORITY

3. Merger or consolidation of this Corporation into or with any other corporation.

Required percentage: MAJORITY

4. Voluntary dissolution of this Corporation.

Required percentage: MAJORITY

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ARTICLE ELEVEN

PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash or any new stock of this Corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE TWELVE

INCORPORATOR

The names and addresses of each Incorporator of this Articles of Incorporation is as follows:

FABIAN S. DIAZ

10750 NW 66TH STREET, B-410
MIAMI, FL. 33178

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SUBSCRIBER AND INITIAL PRINCIPAL OFFICE

The undersigned individual, competent to contract, executes this Certificate of Incorporation as incorporator. The undersigned individual shall hold office as Director until his successors have qualified, following their election or appointment. The initial street address in Florida of the Principal Office of this Corporation shall be: 1901 NW 17th Avenue, Miami, Fl. 33125

The Corporation may change its Principal Office at any time.

INCORPORATOR: FABIAN S. DIAZ

STREET ADDRESS/PRINCIPAL OFFICE: 1901 NW 17th Avenue, Miami,
Fl. 33125

IN WITNESS WHEREOF, the undersigned Incorporators do make, subscribe, acknowledge and file this Certificate for the purpose of forming a Corporation for profit under the Laws of the State of Florida.

DATE: DECEMBER 17, 1999


FABIAN S. DIAZ

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

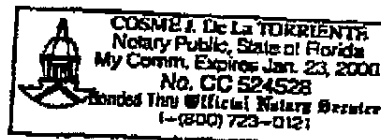
BEFORE ME, the undersigned authority, personally appeared, FABIAN S. DIAZ AS INCORPORATOR, to me well known and known to me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, MIAMI-DADE County, Florida, this 17 day of DECEMBER, 1999.

My commission expires:


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

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

IN PURSUANCE of Chapter 48,091, Florida Statutes, the
following is submitted in compliance with said Act:

First - That MED PLUS II, INC. desiring to organize under the
Laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation, at the City of Miami,
County of MIAMI-DADE, State of Florida, has named:

**COSME J. DE LA TORRIENTE, P.A.
155 SOUTHWEST 25TH ROAD
Miami, Florida 33129**

as its agent to accept services of process within the State.

Having been named to accept service of process for the above
stated Corporation, at place designated in this Certificate, I
hereby accept to act in this capacity and agree to comply with the
provision of said Act relative to keeping open said office.

COSME J. DE LA TORRIENTE, P.A.

COSME J. DE LA TORRIENTE, PRES

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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