

P99000110914

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000033114 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)922-4001

From: Angelica M. Calabrese
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305)374-5600
Fax Number : (305)374-5095

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 DEC 27 AM 7:45

FILED

FLORIDA PROFIT CORPORATION OR P.A.

MDNX ACQUISITION CORP.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 03 |
| Estimated Charge | \$78.75 |

A. Howell DEC 20 1999

FILED

DEC-27-99 03:14PM FROM-AKERMANN SENTERFITT & EIDSON

+3053745085

1999 DEC 27 04 AM 27 45

FAX AUDIT No. H99000033114 2

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MDNX ACQUISITION CORP.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is MDNX ACQUISITION CORP. (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

One S. E. Third Avenue, 28th Floor
Miami, Florida 33131

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1,000) shares, \$.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is: American Information Services, Inc.

FAX AUDIT No.H99000033114 2

ARTICLE V
INCORPORATOR

The name and street address of the incorporator of the Corporation is: Martin T. Schrier, Esq., One S.E. Third Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of December, 1999.



Martin T. Schrier, Incorporator

FILED

DEC-27-99 03:15PM FROM-AKERMAN SENTERFITT & EIDSON

+3053745095

1999 DEC 27 04 AM F-27745

FAX AUDIT No. H99000033114 2

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of MDNX ACQUISITION CORP., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 27th day of December, 1999.

American Information Services, Inc.

By Angelica M. Calabrese
Angelica M. Calabrese Vice President