

FROM

(WED) 2.17.99 9:49/ST. 9:48/NO. 4260823501 P. 1

P990000015264

Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Medical Enterprises, Inc.

W-3957

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**ARTICLES OF INCORPORATION
OF
MEDICAL ENTERPRISES, INC.**

(a Florida corporation)

THE UNDERSIGNED, acting as sole incorporator of **MEDICAL ENTERPRISES, INC.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is **MEDICAL ENTERPRISES, INC.**

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the corporation is 8912 Laurel Drive, Pinellas Park, FL, 33782. The location of the principal office shall be subject to change as may be provided in bylaws duly adopted by the corporation.

ARTICLE III

Directors

The initial directors of the Company are as follows:

John Sterensis
8912 Laurel Drive
Pinellas Park, FL 33782

Barbara Sterensis
8912 Laurel Drive
Pinellas Park, FL 33782

Marina Choundas, Esq., FL Bar #0066672
Foley & Lardner, 100 N. Tampa St., Tampa, FL 33602
Tampa, FL 33602
(813) 229-2300

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ARTICLE IV

Purpose

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes.

ARTICLE V

Shares

The corporation shall have authority to issue TEN THOUSAND (10,000) shares of Common Stock, One Cent (\$0.01) par value per share.

ARTICLE VI

Initial Registered Office and Agent

The address of the initial Registered Office of the corporation is 100 N. Tampa Street, Suite 2700, Tampa, FL, 33602 and the initial Registered Agent at such address is F & L Corp.

ARTICLE VII

Preemptive Rights

Upon the issuance or sale of stock of this Corporation by the Corporation, there shall not exist any preemptive rights by the shareholders, and as such the Shareholders shall not have the right to purchase his pro rata share thereof at a price which is offered to others.

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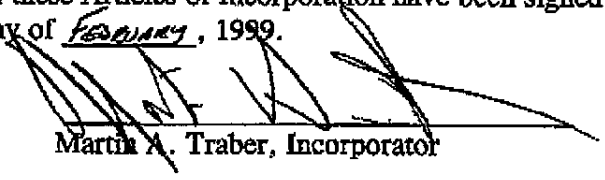
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ARTICLE VIII

Incorporator

The name and address of the sole incorporator of the corporation is: Martin A. Traber, c/o Foley & Lardner, 100 N. Tampa Street, Suite 2700, Tampa, FL, 33602.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator this 16th day of FEBRUARY, 1999.


Martin A. Traber, Incorporator

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**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article IV of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

DATED, this 16th day of February, 1999.

REGISTERED AGENT:

F & L CORP.

A Wisconsin corporation

By: 

MARTIN A TRABER

As Agent and Authorized Signator

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