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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. SUNBELT MEDICAL RMS, INC. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

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NEW FILINGS	
XX	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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IF YOU HAVE ANY QUESTIONS REGARDING FILING PLEASE CONTACT ELIZABETH AT: 222-2300. THANK YOU.

T BROWN AUG 16 2000

Examiner's Initials	
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ARTICLES OF INCORPORATION
OF
SUNBELT MEDICAL RMS INC.

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

Article I

Name and Principal Place of Business

The name of the Corporation is:

SUNBELT MEDICAL RMS INC.

The Corporation's initial principal place of business shall be: 10295 Collins Avenue, Suite 1525, Miami, Florida 33154.

Article II

Duration and Existence

The Corporation shall exist perpetually. The existence of the Corporation shall commence on the date these Articles of Incorporation shall be filed with the Florida Secretary of State.

Article III

Nature of Business

This Corporation is organized for the purpose of transacting any or all lawful business.

Article IV

Mailing Address

The initial mailing address of the Corporation is: 10295 Collins Avenue, Suite 1525, Miami, Florida 33154.

THIS DOCUMENT PREPARED BY:

Virgil Bretz
10295 Collins Avenue
Suite 1525
Miami, FL 33154

Article V

Capital Stock

Authorized Capital. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is One Million (1,000,000) Shares having a par value of \$0.01 as follows:

(i) Seven Hundred Fifty Thousand (750,000) shares of common stock having a par value of \$0.01 (the "Common Stock") and,

(ii) Two Hundred Fifty Thousand (250,000) shares of preferred stock having a par value of \$0.01 (the "Preferred Stock").

A. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the director as hereinafter prescribed.

B. Authority is hereby expressly granted to and vested in the director to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

- (1) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;
- (2) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;
- (3) whether or not the shares of any class or series shall be redeemable and, if redeemable, the redemption price or prices, the time or times at which and the terms and conditions upon which such shares shall be redeemable and the manner of redemption;
- (4) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement and, if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

- (5) the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative, and if cumulative, the date or dates from which such dividends shall accumulate;
- (6) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and
- (7) such other special rights and protective provisions with respect to any class or series as the director may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The director may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The director may decrease the number of shares of the Preferred Stock not designated for any other class or series. The director may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is: 10295 Collins Avenue, Suite 1525, Miami, Florida 33154, and the name of the initial registered agent of the Corporation at that address is: Virgil Bretz.

Article VII

Directors

(a) Number. The initial number of directors is one (1). The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Compensation. The Board of Directors is hereby specifically authorized to make provisions 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 other capacity and receive compensation therefor in any form.

Article VIII

Indemnification

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of the Corporation and such breach constitutes:

- (1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of the Corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

Article IX

Bylaws

The initial bylaws of the Corporation shall be adopted by the director. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the director, but the director shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article X

Incorporator


The name and street address of the incorporator of the Corporation are: Virgil Bretz, 10295 Collins Avenue, Suite 1525, Miami, Florida 33154.

Article XI

Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on this 15th day of August, 2000.



Virgil Bretz
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: **August 15, 2000**

By: 
Virgil Bretz

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