_____ of _____ № 53788

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: LME Enterprises, Inc.

P97000028745

NAME
FIRM
ADDRESS

PHONE ( )

Service: Top Priority _____ One Day Service   Regular _____ Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee $ _____ Our $ _____

	C.C. FEE.	DISBURSED
Capital Express		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
300002128023--2 -03/31/97--01019--004	****122.50	****122.50
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
_____ File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

SUBTOTALS _____

FILED
97 MAR 31 PM 5:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAR 31 AM 10:12
DIVISION OF CORPORATIONS

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL..... $
PREPAID..... $
BALANCE DUE..... $
..... $

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	MAP		

WALK-IN
Will Pick Up 3/31 2:00

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

11-2529-7 PONDER'S INC., THOMASVILLE, GA.

ARTICLES OF INCORPORATION

of

LME ENTERPRISES, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

LME ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1000) shares .001 Dollar(s) ($.001) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

ANN T. FRANK
2124 Airport Road South
Suite 102
Naples, FL 34112

The principal office, if known, or the mailing address of the corporation is:

3068 Terrace Avenue
Naples, Florida 34104

FILED
97 MAR 31 PM 5:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have __one__ (_1_) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

LANCE ECHT
3068 Terrace Avenue
Naples, FL 34104

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

PETER B. FRANK
2124 Airport Road South
Suite 102
Naples, FL 34112

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this _28th_ day of _March_, 1997.

Peter B. Frank (Seal)

STATE OF FLORIDA
COUNTY OF COLLIER

Before me a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared PETER B. FRANK, who _X_ is personally known to me OR _____ produced identification. Type of identification________________

Known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that they executed these Articles of Incorporation and that an oath was taken.

Witness my hand and official seal in the county and State last aforesaid this _28th_ day of _March_, 1997

NOTARY PUBLIC STATE OF FLORIDA
TINA M KASLEY
My Commission CC564057
Expires Jun. 20, 2000

Tina M. Kasley
Notary Signature

Tina M. Kasley
Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

LME ENTERPRISES, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

2124 Airport Road South
Suite 102
Naples, Florida 34112

has named **Ann T. Frank, Esquire**

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

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97 MAR 31 PM 5:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ann T. Frank
(registered agent)

P97000028746

TRANSMITTAL LETTER

Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

SUBJECT: **Employers Physicians Healthcare, Inc.**
(Proposed corporate name must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check in the amount:

900002125679--8
-03/27/97--01042--009
*****78.75 *****78.75

$70.00-Filing Fee ______

$78.75-Filing Fee & Certificate X

$122.50-Filing Fee & Certified Copy ______

$132.25-Filing Fee, Certified Copy & Certificate ______

FILED
97 MAR 27 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM:	Linda Borden
Address:	11432 Peachstone Court
City, State & Zip:	Orlando, FL.,32821 - 82222
Daytime Telephone Number:	407 - 238 - 0310

NOTE: Please provide the original & one copy of the articles.

nc 3/31/97

ARTICLES OF INCORPORATION

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Employers Physicians Healthcare, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be :

11432 Peachstone Court, Orlando, Fl., 32821

ARTICLES III SHARES

The number of stock that this corporation is authorized to have outstanding at any one time is : 1,000 shares (Common Stock), $1.00 par value per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Linda Borden

11432 Peachstone Court
Orlando, FL., 32821-8222

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97 MAR 27 AM 11: 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES V TERM OF EXISTENCE

This corporation is to exist perpetually

ARTICLE VI DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Linda Borden Director	11432 Peachstone Court Orlando, FL., 32821-8222

ARTICLE VII OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation or until their successor is elected or appointed is :

Linda Borden President / Secretary	11432 Peachstone Court Orlando, FL., 32821-8222

ARTICLE VIII PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX INCORPORATOR(S)
SEE INSTRUCTIONS FOR OFFICERS/DIRECTORS

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Linda Borden	11432 Peachstone Court Orlando, FL., 32821-8222

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 25 day of March, 1997.

(AN ADDITIONAL ARTICLE MUST BE ADDED IF AN EFFECTIVE DATE IS REQUESTED)

Signature: Linda Borden

Signature: ______________________________

Signature: ______________________________

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator dies not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAW OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is : EMPLOYERS PHYSICIANS HEALTHCARE, INC.

2. The name and address of the registered agent office is:

Name: Linda Borden

Address: 11432 Peachstone Court

(P. O. Boxes are NOT acceptable)

City/State/Zip: Orlando, FL., 32821-8222

FILED
97 MAR 27 AM 11: 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Linda Borden 3-25-97

Signature Date

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL., 32314