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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: SMG-ECS HOLDINGS, INC.
AUDIT NUMBER.....H97000016236
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
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TALLAHASSEE, FLORIDA

SEP 30 1997

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**ARTICLES OF INCORPORATION
OF
SMG-ECS HOLDINGS, INC.**

FILED
97 SEP 30 PM 4: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is SMG-ECS HOLDINGS, INC.

ARTICLE II - PURPOSES

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

ARTICLE III - STOCK

This Corporation is authorized to issue 10,000 shares of common stock with a par value of \$.01 per share.

ARTICLE IV - REGISTERED AGENT

The street address of the initial registered office of this Corporation is 3111 Stirling Road, Fort Lauderdale, FL 33312; and the name of the initial registered agent at that address is Richard H. Breit.

ARTICLE V - DIRECTORS

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the directors of this Corporation are:

Anita Wegner
2828 Croasdaile Drive
Durham, NC 27705

David Schillinger, M.D.
1001 Ives Dairy Road
North Miami Beach, FL 33179

Sherman Podolsky, M.D.
7921 Wellwynd Way
Boca Raton, FL 33496

RICHARD H. BREIT, ESQ.
FLORIDA BAR NO. 233434
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
954-983-4111

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ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is Richard H. Breit, Esq., 3111 Stirling Road, Fort Lauderdale, FL 33312.

ARTICLE VII - ADDRESS

The principal office and mailing address of the corporation is 17020 Brookwood Drive, Boca Raton, FL 33496.

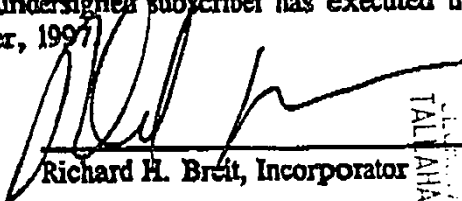
ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE IX - PERPETUAL EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

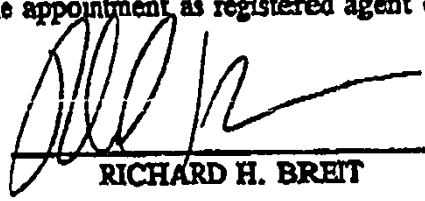
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of September, 1997


Richard H. Breit, Incorporator

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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


RICHARD H. BREIT

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