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REPLY TO: ORLANDO

P98000104768

December 16, 1998

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PAT GRIFFITH O'CONNELL*
E. CLINT SMAWLEY*
GERALD C. WESTER*
(*NOT A MEMBER OF FLORIDA BAR)
EXECUTIVE DIRECTOR:
J. ANDREW KELLER, III, C.P.A.

Any Available Runner
Katz, Kutter, Haigler, et al.
106 E. College Avenue
12th Floor
Tallahassee, Florida 32301

FEDERAL EXPRESS - OVERNIGHT MAIL

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Re: ARTICLES OF INCORPORATION OF:
AMERICAN MEDICAL ADVISORS, INC.

Dear Runner:

Attached are the original Articles of Incorporation for the above referenced entity to be filed with the Secretary of State of Florida in Tallahassee on Thursday, December 17, 1998. If possible, please wait for these Articles to be filed and obtain a receipt of the Certificate of Incorporation from the Secretary of State.

Also attached is our firm's check no. 2407 in the amount of \$78.75 to cover the filing fee. I have attached an extra copy of the Articles so that they can be stamped and returned to our office along with the Certificate of Incorporation.

Please call me if you have any questions. Thank you for your assistance.

Sincerely,

Loures G. Jones
Loures G. Jones
Assistant to Gregory A. Chaires

Enclosures

FILED
98 DEC 17 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 17 1998

FILED

98 DEC 17 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMERICAN MEDICAL ADVISORS, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida General Corporation Act.

ARTICLE I - Name of Corporation

The name of the corporation is:

AMERICAN MEDICAL ADVISORS, INC.

ARTICLE II - General Purpose

This corporation is organized for the purpose of assessing and developing practice management techniques and programs as well as designing and implementing compliance programs for health care practitioners and healthcare organizations. It is intended that the corporation is organized for any or all lawful business permitted by the laws of the State of Florida and of the United States of America.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000 shares of common stock having a par value of one cent (0.01¢) per share.

ARTICLE IV - Principal Business Address

The initial street address of the principal office of this corporation in the State of Florida is:

660 Island Way #401
Clearwater, FL 34630

ARTICLE V - Pre-Emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - Directors

The business of this corporation shall be managed by a Board of Directors. There shall be four directors initially. The number of directors may be increased, and after such increase, decreased from time to time by bylaws adopted by the shareholders.

The name and street address of the members of the first Board of Directors is:

Bryant Goldman	c/o Medical Administrative Advisors, LLC 7632 Syls Drive Evansville, Indiana 47712-3061
Gerald F. Herrman	3460 Woodcreek Trail Palm City, Florida 34990
Davida Novatnek	c/o Alekat, Inc. 6 Harmony Hill Cressona, Pennsylvania 17929
John A. Fernicola	c/o American Systems & Technologies, Inc. 202 Arnold Avenue, Suite A P. O. Box 1349 Point Pleasant Beach, New Jersey 08742

ARTICLE VII - Incorporator and Subscriber

The name and street address of the person signing the Articles of Incorporation as incorporator and subscriber is:

Gregory A. Chaires	Katz, Kutter, Haigler, Alderman, Bryant & Yon, P.A. 111 N. Orange Avenue, Suite 900 Orlando, Florida 32801
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ARTICLE VIII - Corporate Duration

The date when corporate existence for this corporation shall begin shall be on the date of the filing of these Articles of Incorporation and this corporation shall have perpetual duration.

ARTICLE IX - Registered Agent

The street address of the initial registered agent of this Corporation is 111 N. Orange

Avenue, Suite 900, Orlando, Florida 32801, and the name of the initial registered agent of this Corporation at that address is Gregory A. Chaires.

ARTICLE X - Indemnification

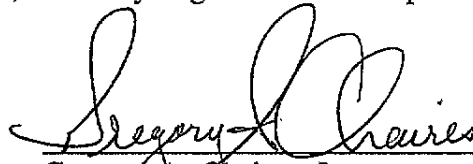
The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE XII - Amendment

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



Gregory A. Chaires, Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF ORANGE


The foregoing instrument was acknowledged before me this 16th day of December, 1998, by Gregory A. Chaires, as incorporator, who is personally known to me.



LOURDES G JONES
My Commission CC460900
Expires May. 10, 1999
Bonded by ANB
800-852-5878



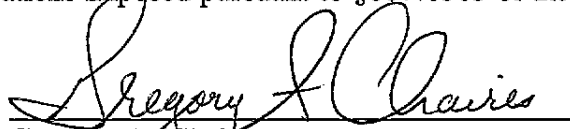
NOTARY PUBLIC, STATE OF FLORIDA



Printed Name of Notary
Commission No.: CC460900
My Commission Expires: 5/10/99

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Gregory A. Chaires, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to §607.0505 of the Florida Business Corporation Act.



Gregory A. Chaires

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA