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LAZARUS CORPORATION

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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

THE HEALTHCARE ASSOCIATION FOR PHYSICIAN OFFICES, INC.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
THE HEALTHCARE ASSOCIATION FOR PHYSICIAN OFFICES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

THE HEALTHCARE ASSOCIATION FOR PHYSICIAN OFFICES, INC.

ARTICLE II PRINCIPAL OFFICE

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

782 N.W. 42 Avenue
Suite 341
Miami, Florida 33126

ARTICLE III PURPOSE(S)

This corporation is organized pursuant to the Florida Not For Profit Corporation Act. This corporation is not organized for profit and no part of the net earnings of this corporation shall inure to the benefit of any member or individual.

The specific purpose(s) for which the corporation is organized is(are):

(a) To serve as a membership and service organization preparing members, through education and leadership, to better cope with the increasing regulations of the healthcare and insurance fields.

(b) To engage in related activities; to provide education, information, advice and the like.

To render such services and do such other lawful acts and things as may be deemed necessary for the accomplishment or furtherance of, or in connection with, the foregoing purposes.

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In furtherance of the foregoing purposes this corporation shall have the power to purchase, acquire, hold, issue, sell and deal in and with property, real and/or personal of every kind and description; to borrow and loan money, to make and accept security therefore; to issue bonds and to execute mortgages, deeds of trust and other security instruments; to accept, hold, dispose of, and otherwise deal in and with annuities, gifts, legacies, devises and bequests of every kind; to make and perform contracts; to acquire, hold, use, deal with, vote, sell, assign, hypothecate and dispose of shares of the capital stock or other securities of corporations; to publish, sell and distribute books, circulars, papers, magazines and other printed material, and to everything suitable, proper and convenient for the accomplishment of the foregoing; and to act as joint venturer, partner, trustee, fiduciary, or in any other capacity permitted by law and appropriate to a corporation organized for religious and charitable purposes which is authorized or approved by the Board of Directors of this corporation.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

JUAN E. FIGUERAS, ESQUIRE
7050 S.W. 86 AVENUE
MIAMI, FLORIDA 33143

ARTICLE V INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Director(s) initially. The number of Directors may be increased or diminished from time to time in accordance with the By-laws but shall never be less than three (3). The names and addresses of the initial Director of this corporation is:

RENE J. LUIS
2419 E. Commercial Blvd.
Suite 302
Ft. Lauderdale, Florida 33308

CARLOS M. HERRERA
2419 E. Commercial Blvd.
Suite 302
Miami, Florida 33308

CAROLLINE BONDS
2419 E. Commercial Blvd.
Suite 302
Ft. Lauderdale, Florida 33308

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ARTICLE VI INITIAL OFFICERS

The names and street addresses of the initial officers of this corporation are:

RENE J. LUIS
2419 E. Commercial Blvd. -- President & Secretary
Suite 302
Ft. Lauderdale, Florida 33308

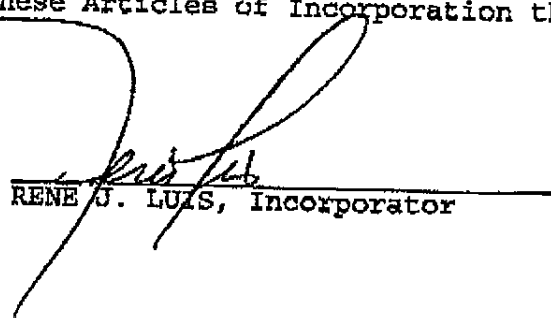
CARLOS M. HERRERA
2419 E. Commercial Blvd. -- Vice-Pres. & Treasurer
Suite 302
Ft. Lauderdale, Florida 33308

ARTICLE VII INCORPORATORS

The name and street addresses of the incorporators to these Articles of Incorporation are:

RENE J. LUIS
2419 E. Commercial Blvd.
Suite 302
Ft. Lauderdale, Florida 33308

The undersigned has executed these Articles of Incorporation this
14 day of May, 2001.



RENE J. LUIS, Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

THE HEALTHCARE ASSOCIATION FOR PHYSICIAN OFFICES, INC.

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

JUAN E. FIGUERAS, ESQUIRE
7050 S.W. 86 AVENUE
MIAMI, FLORIDA 33143

Signature


RENE J. LUIS, President

Date: May 14, 2001

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature


JUAN E. FIGUERAS

Date: May 14, 2001.

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