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TALLAHASSEE, FLORIDA

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July 8, 2005

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

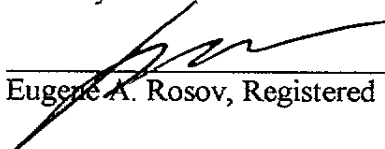
SUBJECT: Proposed Incorporation of National Insurance Arbitration Promotion Association, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for seventy dollars and no cents (\$70.00) for required filing fees and the filing fee for registered agent.

FROM:

Eugene A. Rosov, Registered Agent
780 NE 69 Street - #2310
Miami FL 33138
Daytime Phone: 305 751-8199
Fax: 305 402-2999

Thank you.


Eugene A. Rosov, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be National Insurance Arbitration Promotion Association, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 780 NE 69 Street, Suite 2310, Miami FL 33138

ARTICLE III PURPOSE

This corporation is organized exclusively for charitable purposes. The corporation shall operate within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations.

To this end, the corporation shall to promote, develop, and expand the use of bilateral arbitration agreements between patients and physicians, in order to effectively and at lower cost resolve litigation; to compile, analyze, and disseminate information about patient-physician arbitration agreements and their cost, efficacy, usefulness and social value in resolving patient-physician disputes; and to help create a climate within which disputes between physicians and patients can be settled amicably and with mutual advantage.

All funds, whether income or principal, and whether acquired by gift or contribution, grant or bequest or otherwise, shall be devoted to said purposes but shall not exclude the normal and ordinary funding of corporate operational activities, including staff wages and salaries, travel, entertainment, advertising, publicity, promotion, consultants hiring, information collection, Internet presence, and any other activities which are directed towards the achievement of the corporation's eleemosynary goals.

ARTICLE III LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any Member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the

corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or Director of this corporation or guarantee to any person the payment of a loan by an officer or Director of this corporation.

ARTICLE V MANNER OF ELECTION

The initial Directors will be elected by the Incorporator. The term of Directors shall be determined by the By-Laws and may be altered from time to time. Directors shall propose and elect new Directors to be added to the Board or to replace existing Directors, under such terms and conditions as may be specified in the By-Laws.

The corporation shall have no voting Members. The management and affairs of the corporation shall be at all times under the direction of the Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE VI DEBT OBLIGATIONS AND PERSONAL LIABILITY

No Member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the Members, officers or Directors be subject to the payment of the debts or obligations of this corporation. The corporation may obtain Directors and Officers liability insurance in order to protect and defend Directors and Officers from legal action.

ARTICLE VII DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within

the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX INITIAL DIRECTORS AND/OR OFFICERS

The Initial Directors and Officers shall be:

Eugene A. Rosov, Director, President & Chief Executive Officer
Dean H. Felch, Director, Vice-President & Chief Operating Officer
Michael J. Martin, M.D., Director, Treasurer & Secretary

ARTICLE X INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Eugene A. Rosov
780 NE 69 Street- Suite 2310
Miami FL 33138

ARTICLE XI INCORPORATOR

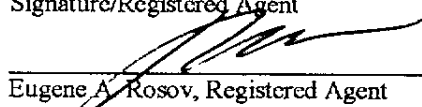
The name and address of the Incorporator is:

Dean H. Felch
1740 NW North River Drive - #512
Miami FL 33125

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent


Date


Eugene A. Rosov, Registered Agent

July 8, 2005

Signature/Incorporator

Date


Dean H. Felch

July 8, 2005