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FLORIDA PROFIT CORPORATION OR P.A.

MEDICAL BUSINESS GROUP, INC.

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January 6, 2000

CORPORATE & CRIMINAL RESEARCH

SUBJECT: MEDICAL BUSINESS GROUP, INC.
REF: W00000000416

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
MEDICAL BUSINESS GROUP, INC.**

The undersigned Incorporator hereby forms a corporation under the Florida Business Corporation Act (Florida Statutes, Chapter 607) and hereby adopts the following:

First. Corporate Name.

The name of this Corporation is:

MEDICAL BUSINESS GROUP, INC.

Second. Mailing Address of Corporation.

The mailing address of this Corporation is 621 N. W. 53rd Street, Suite 240, Boca Raton, Florida 33487.

Third. Capital Stock.

The aggregate number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of \$.01 per share.

Fourth. Term of Existence.

This Corporation shall have perpetual existence.

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Fifth. Initial Registered Office and Registered Agent.

The Corporation's initial registered agent shall be Daryl P. Johnson and the street address of the initial registered office of this Corporation in the State of Florida is 621 N. W. 53rd Street, Suite 240, Boca Raton, Florida 33487.

Sixth Board of Directors.

This Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1).

The name and address of the initial director who shall hold office until the earlier of his resignation, removal or replacement is:

Daryl P. Johnson.

621 N. W. 53rd Street, Suite 240
Boca Raton, Florida 33487

Seventh. Incorporator.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Jerry J. Sokol, 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131.

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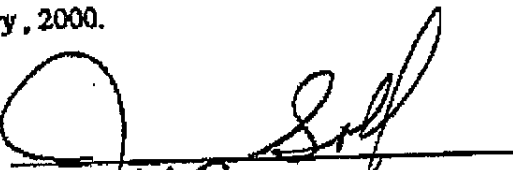
Eighth. Amendment

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

Ninth. Indemnification.

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of this 4th day of January, 2000.


Jerry J. Sokol

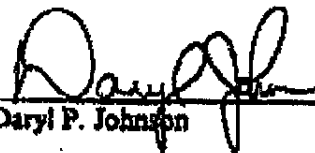
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**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT
UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of Medical Business Group, Inc., in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.


Daryl P. Johnson

Dated: January _____, 2000

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TALLAHASSEE, FLORIDA

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