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ACCOUNT NO. : 072100000032
REFERENCE : 542049 7122799
AUTHORIZATION : Patricia Pizuto
COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -7 PM 12:55

ORDER DATE : January 7, 2000
ORDER TIME : 10:53 AM
ORDER NO. : 542049-005
CUSTOMER NO: 7122799

400003091584-0

CUSTOMER: Mr. Robert Haghgou
CARE AMERICA INTEGRATED HEALTH
CARE AMERICA INTEGRATED HEALTH
210 North Westmonte Drive,
Suite 1002
Altamonte Sprin, FL 32714

DOMESTIC FILING

NAME: UNITED STATES MEDICAL ALLIANCE
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

g 1/7/00

RECEIVED
00 JAN -7 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN -7 PM 12: 55

ARTICLES OF INCORPORATION
OF
UNITED STATES MEDICAL ALLIANCE, INC.

ARTICLE I

CORPORATE NAME

United States Medical Alliance, Inc.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be one hundred thousand (100,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the Registered Office and the Principal Office of this Corporation in the State of Florida shall be: Robert B. Haghgou

United States Medical Alliance, Inc.
210 N. Westmonte Dr., Ste 1002
Altamonte Springs, FL 32714

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time by Bylaws adopted by the Directors, but shall never be less than two (2). The names and addresses of the initial directors of this Corporation are:

Ignacio A. Hidalgo

2803 Marsala Ct
Orlando, Fl. 32806

Robert B. Haghgou

340 N. Spaulding Cove
Lake Mary, FL 32746

The persons named as Directors shall hold office for the next year of existence of this Corporation, or until his or her successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VII

INCORPORATORS

The names and addresses of the persons signing these articles is:

Robert B. Haghgou

340 N. Spaulding Cove
Lake Mary, Fl. 32746

ARTICLE VIII

INDEMNIFICATION

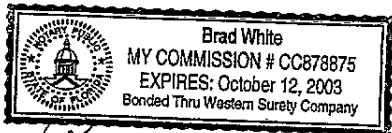
This Corporation shall, to the fullest extent permitted by the General Corporation Act of the State of Florida, indemnify any and all persons whom it shall have power to indemnify from and against, including any and all of the expenses, liabilities or other matters as provided under Section 607.014 of the General Corporation Act of the State of Florida.

ARTICLE IX

AMENDMENT

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

IN WITNESS WHEREOF, we have hereunder subscribed our names and affixed the seal of the Corporation this 6 day of Jan, 1999.2000



Brad White

Robert B. Haghgou
Robert B. Haghgou
President

STATE OF FLORIDA
COUNTY OF SEMINOLE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Robert B. Haghgou, known to me and known to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6 day of Jan, 1999.2000

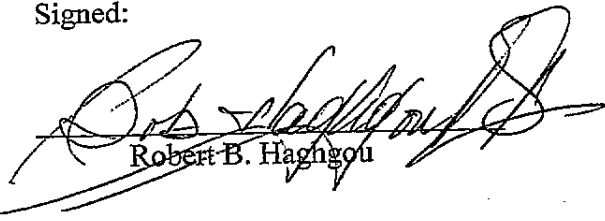
Acceptance of Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN -7 PM 12: 55

I, **Robert B. Haghgou** understand and accept the duties and responsibilities of Registered Agent of the Florida Corporation United States Medical Alliance, Inc.

Signed:


Robert B. Haghgou

1/6/2000
Date