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ACCOUNT NO. : 072100000032
REFERENCE : 640996 7209523
AUTHORIZATION : Patricia Piguts
COST LIMIT : \$ 70

ORDER DATE : March 28, 2000
ORDER TIME : 2:07 PM
ORDER NO. : 640996-005
CUSTOMER NO: 7209523

600003200116--0

CUSTOMER: Mr. Michael S. Rubin
MR. MICHAEL S. RUBIN
MR. MICHAEL S. RUBIN
1181 Nw 101 Way
Fort Lauderdale, FL 33322

DOMESTIC FILING

NAME: MSR HEALTHCARE CONSULTANTS,
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: Christine Lillich
EXAMINER'S INITIALS:

RECEIVED
00 APR - 7 PM 12: 17
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 APR - 7 PM 3: 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
00 APR -7 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MSR HEALTHCARE CONSULTANTS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:
MSR HEALTHCARE CONSULTANTS, INC.

The address of the principal office of this corporation shall be 1181 Northwest 101 Way, Plantation, Florida 33322, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1181 Northwest 101 Way, Plantation, Florida 33322; and the name of the initial registered agent of the corporation at that address is Michael S. Rubin.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Michael S. Rubin
Dir.

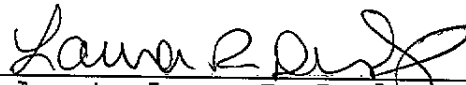
1181 Northwest 101 Way
Plantation, Florida 33322

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on April 6, 2000.



Its Agent, Laura R. Dunlap

CRL

FILED
00 APR -7 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Michael S. Rubin, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

MSR HEALTHCARE CONSULTANTS, INC.

Michael S. Rubin is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Michael S. Rubin

Typed Name: Michael S. Rubin

CRL