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La. Office
Freedman & Michaels
PROFESSIONAL ASSOCIATION

Michael J. Freedman
Linda M. Michaels

Suite 2525, Park Tower
400 North Tampa Street
Tampa, Florida 33602

Telephone (813) 229-6925
Facsimile (813) 221-8501

E-Mail: freed2525@aol.com

July 3, 2000

EFFECTIVE DATE
6-30-00

BY AIRBORNE EXPRESS

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

000003312890--1
-07/05/00-01065-002
***122.50 ***78.75

Re: Healthcare Corporate Solutions, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation and the original and one copy of a Certificate Designating Registered Agent for the above-named corporation. Please file the original Articles and return a certified copy to this office.

Please note that under Article IV of the enclosed Articles of Incorporation the existence of the corporation commenced on June 30, 2000.

Also enclosed is this firm's check in the amount of \$122.50, representing the filing fee of \$35.00, certified copy fee of \$52.50, and a registered agent fee of \$35.00.

Thank you for your assistance and cooperation in this matter.

Sincerely yours,

Michael J. Freedman
MICHAEL J. FREEDMAN

MJF:sms

Enclosures

F. CHESSEN JUL 7 2000

ARTICLES OF INCORPORATION
OF
HEALTHCARE CORPORATE SOLUTIONS, INC.

EFFECTIVE DATE

6-30-00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL -5 AM 11:22

FILED

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

HEALTHCARE CORPORATE SOLUTIONS, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact 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 that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

The existence of this corporation shall commence on June 30, 2000, and this corporation shall have perpetual existence.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 400 North Tampa Street, Suite 2525, Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Michael J. Freedman.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the shareholders. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Michael J. Freedman	400 North Tampa Street Suite 2525 Tampa, Florida 33602
Carl Wallman	315 Bougainvillea Marathon, Florida 33050

ARTICLE VII

SUBSCRIBER

The name and post office address of the subscriber to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Michael J. Freedman	400 North Tampa Street Suite 2525 Tampa, Florida 33602

ARTICLE VIII

BY-LAWS

The Board of Directors is authorized to adopt By-Laws, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by a majority, or such greater number as may be specified in the By-Laws, of the shares of stock entitled to vote thereon unless all the directors and the stockholders sign a

written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 30th day of June, 2000.



MICHAEL J. FREEDMAN

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MICHAEL J. FREEDMAN known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged under oath before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 30th day of June, 2000.


NOTARY PUBLIC
My commission expires: _____

 Linda M Michaels
My Commission CC768896
Expires August 22, 2002

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the corporation is:

HEALTHCARE CORPORATE SOLUTIONS, INC.

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

Michael J. Freedman

(NAME)

400 North Tampa Street, Suite 2525
(P.O. BOX NOT ACCEPTABLE)

Tampa, Florida 33602

(CITY/STATE/ZIP)

SIGNATURE

Michael J. Freedman

TITLE

President

DATE

June 30, 2000

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 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

Michael J. Freedman

DATE

June 30, 2000

REGISTERED AGENT FILING FEE: \$35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL -5 AM 11:22

FILED