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Law Offices

STUART H. ABRAMSON, P. A.

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August 3, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-08/04/00--01081--016
****122.50 *****78.75

Re: Professional Medical Counselors, Inc.

Dear Sirs:

Please find enclosed the following documents regarding the above-referenced matter, to wit:

1. Articles of Incorporation; and
2. Certificate of Registered Agent; and
3. Operating Draft Number 4093 in the amount of \$122.50.
4. Return Self-Addressed Next Day UPS Envelope.

Please process and return with a certified copy of the Articles of Incorporation as soon as possible utilizing the enclosed UPS Next Day mailer.

Thank you for your prompt attention to this matter.

Sincerely,


STUART H. ABRAMSON, ESQUIRE

SHA/pr
Enclosures

FILED
00 AUG -4 PM 1:56
TALLAHASSEE, FLORIDA

T. Buren AUG 9 2000

ARTICLES OF INCORPORATION OF
PROFESSIONAL MEDICAL COUNSELORS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate for the purpose of becoming a corporation under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be PROFESSIONAL MEDICAL COUNSELORS, INC.

ARTICLE II

This corporation shall have perpetual existence, and its corporate existence shall commence at the time of the filing of the Articles of Incorporation by the Department of State.

ARTICLE III

The corporation shall engage in any activity of business permitted under the Laws of the United States or the State of Florida.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is Six Hundred (600) shares with One Dollar (\$1.00) value per share. A Restrictive Transfer provision shall apply.

ARTICLE V

The street address of this corporation's registered office is 1320 South Dixie Highway, Suite 1150, Coral Gables, Florida 33146; its initial registered agent is Stuart H. Abramson, Esquire.

ARTICLE VI

The names and post office addresses of the members of the first board of directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are as follows: Sheryl O'Neil, 3410 Northwest 45 Terrace, Lauderdale Lakes, Florida, 33319; Marie Dorsainvil, 1192 Southwest 122 Avenue, Building #9, Pembroke Pines, Florida 33025; and Helen Smith, 2020 Northwest 189 Terrace, Miami, Florida 33056.

ARTICLE VII

The initial street address of the corporation's principal office is 3410 Northwest 45 Terrace, Lauderdale Lakes, Florida 33319.

ARTICLE VIII

The names and addresses of the persons subscribed to the initial shares of the corporation are as follows: Sheryl O'Neil, 3410 Northwest 45 Terrace, Lauderdale Lakes, Florida, 33319; Marie Dorsainvil, 1192 Southwest 122 Avenue, Building 49, Pembroke Pines, Florida 33025; and Helen Smith, 2020 Northwest 189 Terrace, Miami, Florida 33056.

ARTICLE IX

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 by the stockholders meeting by a majority of the stockholders entitled to vote hereon.


IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledges these Articles of Incorporation, this 2 day of August, 2000.



SHERYL O'NEIL



MARIE DORSAINVIL

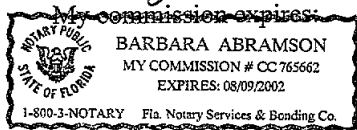


HELEN SMITH

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, SHERYL O'NEIL known to be the person described in the foregoing Articles of Incorporation of PROFESSIONAL MEDICAL COUNSELORS, INC., who acknowledges to me that she executed the same freely and voluntarily and for the purposes therein expressed.

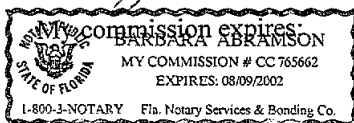
WITNESS my hand and official seal at Miami, Miami-Dade County, Florida this 2 day of August, 2000.



Barbara Abramson
NOTARY PUBLIC, State of Florida at Large
Personally known to me:
Identified by: FEA P/L # 0598-792-50-611-0

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, MARIE DORSAINVIL known to be the person described in the foregoing Articles of Incorporation of PROFESSIONAL MEDICAL COUNSELORS, INC., who acknowledges to me that she executed the same freely and voluntarily and for the purposes therein expressed.

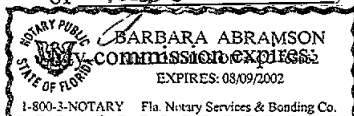
WITNESS my hand and official seal at Miami, Miami-Dade County, Florida this 2 day of August, 2000.



Barbara Abramson
NOTARY PUBLIC, State of Florida at Large
Personally known to me:
Identified by: FEA P/L # 17625-557-12-53-0

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, HELEN SMITH, known to be the person described in the foregoing Articles of Incorporation of PROFESSIONAL MEDICAL COUNSELORS, INC., who acknowledges to me that she executed the same freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida this 2 day of August, 2000.



Barbara Abramson
NOTARY PUBLIC, State of Florida at Large
Personally known to me:
Identified by: FEA P/L # 1525-30-52-95-0

RESIDENT AGENT CERTIFICATE

FILED

00 AUG -4 PM 1:56
RECEIVED STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statute, the following is submitted, in compliance with said Act.

That PROFESSIONAL MEDICAL COUNSELORS, INC., desiring to organize under the Law of the State of Florida. With its principal office as indicated in the Articles of Incorporation, at Lauderdale Lakes, Broward County, Florida has named STUART H. ABRAMSON, ESQUIRE, located at 1320 South Dixie Highway, Suite 1150, Coral Gables, Florida 33146 as its agent to accept service of process within the State.


STUART H. ABRAMSON, ESQUIRE

ACKNOWLEDGMENT

Having been named to accept service of process of the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.


STUART H. ABRAMSON, ESQUIRE