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November 3, 2000

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

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-01/16/01--01103--010
*****70.00 *****70.00

Gentlemen:

Please find enclosed a check for \$70.00, as a filing fee for
the Articles of Incorporation and Registered Agent
Designation of

PHYSICIAN'S EQUITY.COM INC.

Please return the appropriate documents directly to me

Thank you for your kind assistance.

Very truly yours,

Robert K. Touhy, CPA

Robert K. Touhy, MBA, CPA
ROBERT K. TOUHY, CPA, P.A.
403 SW 8TH STREET
FORT LAUDERDALE, FLORIDA 33315
954-462-8046

FILED
01 JAN 12 AM 7:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FD OF STATE 1-850-488-9000
SEE WWW.SUNBIZ.ORG FOR ALL INFORMATION

1-18-01
WAC

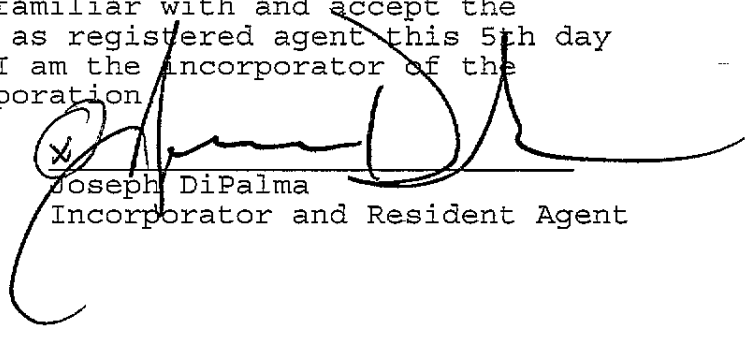
ARTICLES OF INCORPORATION

The undersigned, JOSEPH DIPALMA does hereby execute and acknowledge the following Articles of Incorporation:

PHYSICIAN'S EQUITY.COM INC.

1. The general purpose for which the corporation is initially organized is the transaction of any and all lawful business for which corporations may be incorporated, including the marketing of medical management software to physicians under Chapter 607.164 of the Florida Statutes.
2. The aggregate number of shares which the corporation shall have the authority to issue is 40 MILLION (40,000,000) shares of One Dollar (\$ 1.00) par value common stock.
3. The street address of the corporation's initial registered office is 1420 Seabreeze Blvd., Fort Lauderdale, Florida 33316. The name of the initial resident agent is Joseph DiPalma. The address of the principal business office is 1420 Seabreeze Blvd., Fort Lauderdale, Florida 33316.
4. The corporation shall have no directors. The powers and duties conferred or imposed upon the Board of Directors by Chapter 607, Florida Statutes, shall be exercised or performed by the stockholders.
5. The name and address of the corporation's incorporator is Joseph DiPalma, 1420 Seabreeze Blvd., Fort Lauderdale, Florida 33316.
6. The corporation shall indemnify any officer or director to the full extent permitted by law.

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent this 5th day of November, 2000 and that I am the incorporator of the foregoing Articles of Incorporation


X _____
Joseph DiPalma
Incorporator and Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA