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American Accounting Group
517 Dotterel Road, #30-D
Delray Beach, Florida 33444
Tel. (561) 276-5246 Fax. (561) 265-4682
Email=guygray@bellsouth.net
January 11, 2001

State of Florida
Secretary of State
Division of Corporations
Corporate Filing Section
P.O.Box 6327
Tallahassee, Florida 32314

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-01/29/01--01097--002
*****78.50 *****78.50

Re: Phoenix Medical Group, Inc.


Dear Sirs:

Enclosed is an original and two copies of a Certificate of Incorporation for the above referenced corporation, including Designation of Registered Agent Form. Please file these documents and have one copy marked "filed" and returned to me as soon as possible to the undersigned at the above address.

Enclosed is my check for \$78.50 payable to the Secretary of State for the filing fee and certified copy fee.

Thank you for your assistance.

Sincerely yours,


Guy M. Gray, CFE

FILED
01 JAN 29 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JAN 30 2001

ARTICLES OF INCORPORATION
OF
PHOENIX MEDICAL GROUP, INC.

FILED
01 JAN 29 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of this corporation is PHOENIX MEDICAL GROUP, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are:
517 DOTTEREL RD, #30-D, DELRAY BEACH, FL 33444

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at anyone time is 1,000 shares of common stock at \$10.00 par value per share.

The common shares shall be paid for in cash, or property, real or personal, tangible or intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this Corporation, unless otherwise prohibited by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance provided such shares are subject to calls thereon by the Corporation until such time as the whole consideration therefor shall have been paid.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Guy M. Gray, CFE, c/o

American Accounting Group, 517 Dotterel Road, #30-D, Delray Beach, Florida 33444.

ARTICLE V. INCORPORATORS.

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation are : Guy M. Gray, CFE, 517 Dotterel Road, #30-D, Delray Beach, Florida 33444

ARTICLE VI. DURATION.

The corporation shall have a perpetual existence.

ARTICLE VII. PURPOSE.

This corporation is organized for the following purposes: for any lawful business under the Florida law, including the and to engage in any other business lawful under the laws of the United States and the State of Florida.

ARTICLE VIII. INFORMAL ACTION OF THE DIRECTORS.

If all of the directors consent in writing to any action taken or to be taken by the corporation, and evidence of their consent is filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE IX. INFORMAL ACTION OF THE SHAREHOLDERS.

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote on such action at a meeting and filed with the secretary of the corporation as part of the corporation records.

ARTICLE X. BOARD OF DIRECTORS.

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment to the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the director(s) of this corporation are:

Guy M. Gray, CFE

517 Dotterel Road, #30-D

Delray Beach, Florida 33444

ARTICLE XI. OFFICERS.

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer and such other officer(s) as may be provided by the bylaws together with the duties and obligations thereof.

The names and addresses of the person(s) who are to serve until their successors are elected and have qualified pursuant to the bylaws of the Corporation are as follows: Guy M. Gray, CFE, 517 Dotterel Road, #30-D, Delray Beach, Florida 33444

IN WITNESS WHEREOF, the undersigned (has)(have) executed these Articles of Incorporation on in the State of Florida this 19th day of December, 2000

Guy M. Gray, Pres.
Signature/Title

Signature/Title

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

)SS

Before me, the undersigned authority, personally appeared Guy M. Gray, CFE,, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set me hand and seal at Delray Beach in Palm Beach County and State this 19th day of December, 2000

is personally known to me / produced the following
identification: Fla Driver's License

Carol A. Crowel
Notary Public

My Commission expires:



Carol A. Crowel
Commission # CG 793517
Expires Jan. 18, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Designation and Acceptance of Registered Agent

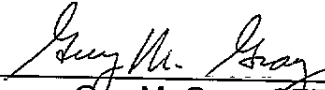
Pursuant to the provisions of FS § 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is **Phoenix Medical Corp.** *GROUP, INC. GRC*
2. The name of the registered agent is Guy M. Gray, CFE
3. The address of the registered agent /registered office is 517 Dotterel Road,
#30-D, Dotterel Road, #30-D, Delray Beach, Florida 33444

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the 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.



Guy M. Gray, CFE

Date: December 19, 2000