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Laurence J. Rohan

ATTORNEY AT LAW

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January 25, 2001

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/29/01--01093--011
****122.50 ****78.75

Re: PRIME MEDICAL GROUP, INC.

Gentlemen:

Enclosed please find my Trust Account check in the amount of \$122.50, together with one copy of the Articles of Incorporation on the above.

Kindly return a certified copy to the undersigned.

Sincerely,



Laurence J. Rohan

LJR/vjw

enclosures

FILED
01 JAN 29 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-13-1

ARTICLES OF INCORPORATION
OF
PRIME MEDICAL GROUP, INC.

FILED
01 JAN 29 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1. Name of Corporation:

The name of the corporation shall be PRIME MEDICAL GROUP, INC.

Article 2. General Nature of the Business:

The general nature of the business is to engage in any lawful activity permitted under the Constitution and Statutes of the State of Florida.

Article 3. Stock:

The total number of shares authorized is 60 shares of common stock without par value, which stock shall be fully paid and non-assessable. Such stock may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors thereof, and may be paid for in cash, labor or service.

Article 4. Capital:

The number of shares with which this corporation shall commence business is 60 shares of common stock without par value, and the amount of capital with which this corporation shall commence business shall not be less than \$500.00.

Article 5. Term:

The Corporation shall continue perpetually, unless sooner dissolved according to law.

Article 6. Corporation's Principal Office and Initial Registered Agent:

The corporation's principal office shall be located at: 111 S.W. 5 Avenue Miami, FL 33130-1344 and the name of the initial Registered Agent is: Laurence J. Rohan, located at: 2511 Ponce de Leon Boulevard Suite 320 Coral Gables, FL 33134-6082.

Article 7. Directors:

The business of the corporation shall be conducted by a Board of Directors, the number of which shall be fixed by the stockholders at any regular or called meeting, but the number of directors shall not be less than one nor more than seven. A majority of the Board shall constitute a quorum. The members of the Board of Directors shall be elected at the annual meeting of the stockholders, and the several officers, as the case may be, provided for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

Article 8. First Board of Directors:

The names and post office addresses of the members of the first Board of Directors, who, subject to the provisions of this certificate of incorporation, the by-laws of the corporation and the Statutes of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors have been elected and qualified are as follows:

James R. Jude 111 S.W. 5 Avenue Miami, FL 33130-1344
Edward Reid 111 S.W. 5 Avenue Miami, FL 33130-1344
Monica Manasa 111 S.W. 5 Avenue Miami, FL 33130-1344
Bernd Wollschlaeger 111 S.W. 5 Avenue Miami, FL 3313-1344

Article 9. Subscribers:

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business. The names and places of residence of the subscribers to the capital stock and the number of shares subscribed for by each are as follows:

Laurence J. Rohan - 60 shares
2511 Ponce de Leon Blvd. #320
Coral Gables, FL 33134-6082

Article 10. Officers:

The name and post office address of the officers, who subject to the provisions of this certificate of incorporation, the by-laws of the corporation and the Statutes of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors have been elected and qualified are as follows:

James R. Jude, M.D., President
111 S.W. 5 Avenue
Miami, FL 33130-1344

Monica Manasa, M.D., Secretary
111 S.W. 5 Avenue
Miami, FL 33130-1344

Edward Reid, M.D. Vice-President
111 S.W. 5 Avenue
Miami, FL 33130-1344

Bernd Wollschlaeger M.D., Treas.
111 S.W. 5 Avenue
Miami, FL 33130-1344

Article 11. Reservation:

The corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation, and all rights conferred upon stockholders are granted subject to this provision.

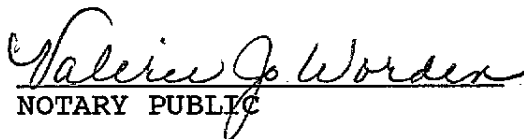
I, THE UNDERSIGNED, being the original subscriber to the capital stock hereinabove named for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of the Revised Corporation Law of the State of Florida, General Act 1925, and all amendments thereto, do make and file this certificate hereby declaring and certifying that the facts herein stated above are true, and do agree to take the number of shares stock hereinabove set forth, and have accordingly set my hand and seal this 25 day of January, 2001.


Laurence J. Rohan

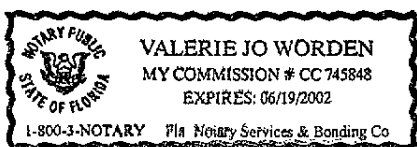
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 25 day of January, 2001 by Laurence J. Rohan, ✓ who is personally known to me; who produced identification of and who did take an oath.


NOTARY PUBLIC

My Commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

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

First.....That PRIME MEDICAL GROUP, INC. desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the articles of incorporation, at the City
of Miami, County of Dade, State of Florida, has named LAURENCE J.
ROHAN, ESQUIRE, located at 2511 Ponce de Leon Blvd. #320 Coral
Gables, FL 33134-6082, County of Miami-Dade, State of Florida , as
its agent to accept service of process within this state.

Having been named to accept service of process for 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.

By: 
(Resident Agent)

FILED
01 JAN 29 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA