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JENNIFER L. WHITELAW

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INTELLECTUAL PROPERTY
AND RELATED CAUSES

VIA PRIORITY MAIL

February 16, 2001

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-02/20/01-01014-003
*****78.75 *****78.75

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

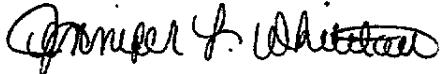
Re: Incorporation: MEV Healthcom, Inc.

Dear Sir or Madam:

I enclose for filing the Articles of Incorporation for MEV Healthcom, Inc. Please file immediately and return the certificate and all other corporate documents to the corporation c/o my office at the above address.

Also enclosed is my law office check for all government, filing, issue, and certification fees.

Sincerely,



Jennifer L. Whitelaw

Enclosures - 2

cc: Anthony M. DiBiase, Jr.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 FEB 19 PM:12:37

FILED

T. Burch FEB 20 2001

Articles of Incorporation of MEV Healthcom, Inc.

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01 FEB 19 PM 12:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of a corporation under the Florida Business Corporations Act adopts the following Articles of Incorporation of such corporation:

ARTICLE I NAME

The name of the corporation is MEV Healthcom, Inc.

The mailing address is c/o Law Offices of Jennifer L. Whitelaw, 3838 Tamiami Trail North, Third Floor, Naples, Florida 34103.

ARTICLE II CORPORATE DURATION

The period of its duration is Perpetual.

ARTICLE III PURPOSES

The purpose is to provide medical and organizational services, publications, and any other activity or business permitted under the laws of the United States and Florida.

ARTICLE IV CAPITALIZATION

The Corporation shall have the authority to issue 1,000 shares of common stock with \$1.00 par value.

ARTICLE V REGISTERED OFFICE AND AGENT, INCORPORATOR

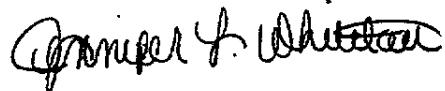
The address of the initial registered office is Law Offices of Jennifer L. Whitelaw, 3838 Tamiami Trail North, Third Floor, Naples, Florida 34103, and the name of its initial registered agent and incorporator at said address is Jennifer L. Whitelaw.

ARTICLE VI DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two, whose names and addresses are:

Anthony M. DiBiase, Jr., 12800 University Drive, Suite 350, Fort Myers, Florida 33907-5344, and Donna DiBiase, 12800 University Drive, Suite 350, Fort Myers, Florida 33907-5344.

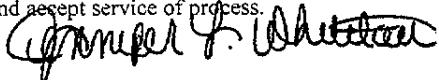
Dated: February 15, 2001.



Jennifer L. Whitelaw
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned designated as the registered agent hereby agrees to comply with the provisions of the Florida Business Corporation Act, to accept this capacity, maintain the designated place, and accept service of process.



Jennifer L. Whitelaw
Registered Agent