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SECRETARY OF STATE
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From:
Account Name : SHUTTS & BOWEN, LLP
Account Number : 076447000313
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FLORIDA PROFIT CORPORATION OR P.A.

Healthworks Management Systems, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
HEALTHWORKS MANAGEMENT SYSTEMS, INC.**

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ARTICLE I - NAME

The name of this Corporation is HEALTHWORKS MANAGEMENT SYSTEMS, INC. and its address is 13302 S.W. 128th Street, Miami, Florida 33186.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of one penny (\$.01) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is 201 S. Biscayne Boulevard, Suite 1500, Miami, Florida 33131.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have five (5) Directors initially. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Dennis R. Deblois	13302 S.W. 128 th Street, Miami, Florida 33186
Carl D. Deblois	13302 S.W. 128 th Street, Miami, Florida 33186
Susan M. Carter	13302 S.W. 128 th Street, Miami, Florida 33186
Ramon A. Ariste	13302 S.W. 128 th Street, Miami, Florida 33186
Bonnie T. Mackey	13302 S.W. 128 th Street, Miami, Florida 33186

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by a vote of the Shareholders holding 67% of the Common Shares of the Corporation or by a vote of 2/3 of the Directors of the Corporation.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, and any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Bryan Wells, Esq.

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ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2 day of March, 2001.



Bryan Wells, Esq., Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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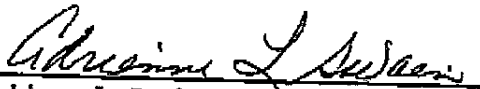
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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 2 day of March 2001.

CORPORATION COMPANY OF MIAMI

By: 

Adrienne L. Swain, Assistant Secretary
Corporation Company of Miami (Registered Agent)

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