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TALLAHASSEE, FLORIDA

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Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

INNELLA GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
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ARTICLES OF INCORPORATION

FOR

Innella Group, Inc.

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TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Innella Group, Inc.

ARTICLE II

The initial street address of the corporation's principal office is 6901 S.W. 18th Street, Suite 101, Boca Raton, FL 33433

ARTICLE III

The total number of shares of capital stock which the corporation shall be authorized to issue is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation will begin is not less than \$500.00.

Steven B. Greenfield, Esq.
Fla. Bar. No.: 897530
7000 W. Palmetto Park Road
Suite 402
Boca Raton, FL 33433
(561) 392-6391

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ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The Corporation may engage in any activity or business regulated by the DPR performing services in the medical profession as permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE VII

This Corporation shall have no less than one Director at any time. The number of Directors may be increased or diminished from time to time, By-Laws adopted by the Stockholders.

The name and post office address of the member of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the Corporation's existence, or until successors are elected and shall have qualified, is as follows:

Alan Innella

6901 S.W. 18th Street,
Suite 101
Boca Raton, FL 33433

ARTICLE VIII

The name and address of the incorporator is:

Alan Innella

6901 S.W. 18th Street,
Suite 101
Boca Raton, FL 33433

ARTICLE IX

The name and address of the person signing these Articles of Incorporation as subscriber is:

Alan Innella 6901 S.W. 18th Street,
Suite 101
Boca Raton, FL 33433

ARTICLE X

The Corporation shall have the power and authority to indemnify any officer or any shareholder or any former officer or shareholder to the fullest extent permitted by law.

ARTICLE XI

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders in proportion to the number of shares of stock in the corporation which each shareholder then owns.

ARTICLE XII

The name and post office address of the officers of the Corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, is as follows:

PRESIDENT: Alan Innella
6901 S.W. 18th Street,
Suite 101
Boca Raton, FL 33433

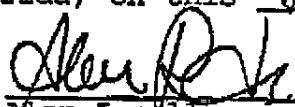
VICE PRESIDENT:

Alan Innella
6901 S.W. 18th Street,
Suite 101
Boca Raton, FL 33433

SECRETARY/TREASURER:

Alan Innella
6901 S.W. 18th Street,
Suite 101
Boca Raton, FL 33433

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Boca Raton, Palm Beach County, Florida, on this 6 day of April, 2001.



Alan Innella

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Innella Group, Inc., desiring to organize or qualify under the laws of the State of Florida has named Alan Innella as its registered agent to accept service of process within Florida, at 6901 S.W. 18th Street, Suite 101, Boca Raton, FL 33433:

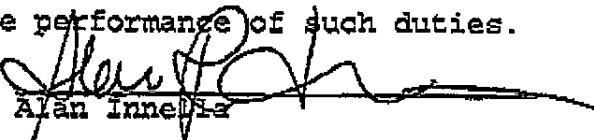


Alan Innella
TITLE: President

Date: 4/6/01

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the certificate,

I, Alan Innella hereby agree to act in that capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties.



Dated: 4/6/01

Innella Group, Inc.,

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