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LAW OFFICES  
TERRELL & TERRELL  
PROFESSIONAL CORPORATION  
11860 SUNRISE VALLEY DRIVE  
SUITE 101  
RESTON, VA 20191-3302

GLENN S. TERRELL  
DOROTHY E. TERRELL\* (RETIRED)  
\*ALSO ADMITTED IN D.C.

METRO - (703) 471-5000  
FAX - (703) 476-5055

July 24, 2001

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Fl. 32314

800004507798--1  
-07/30/01--01119--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Small Healthcare Consulting, Inc.  
Articles of Incorporation

Dear Sir or Madam:

I am enclosing Articles of Incorporation on behalf of Small Healthcare Consulting, Inc. along with a check for the \$70 fee. Please send the charter to my office at the above address. Thank you for your cooperation in this matter.

Very truly yours,

*Glenn S. Terrell*  
Glenn S. Terrell

GST/ws  
Enclosures  
cc: James H. Small

FILED  
01 JUL 30 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FL 32314

8-2-01  
WC

ARTICLES OF INCORPORATION  
OF  
Small Healthcare Consulting, Inc.

FILED  
01 JUL 30 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FIRST: I, the undersigned, James H. Small, whose office address is 6210 Sun Blvd., Bldg. F, Unit 604, St. Petersburg, Fl. 33715 and being at least twenty-one years of age, do, under and by virtue of the General laws of the State of Florida, authorize myself as incorporator with the intention of forming a corporation.

SECOND: The name of the corporation is Small Healthcare Consulting, Inc.

THIRD: The purposes of which said corporation is formed is to operate a consulting business, and any and all lawful business, to act and to appoint others to act, as general agent, sales agent, special agent, broker, factor, manufacturers' agent, purchasing agent, distributing agent, representative, and commission merchant, for individuals, firms, associations, and corporations in the consulting business, and sale of goods, wares, merchandise, property commodities and articles of commerce of every kind and description, and in selling, promoting the sale of, advertising and introducing and contracting for the sale, introduction, advertisement, and use of services of all kinds, relating to any and all kinds of business, for any and all purposes.

To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

To acquire all or any part of the goodwill, rights, property and business of any person, firm, association, or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights processes, formulas, and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

To acquire by purchase, subscription or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with any shares of stocks, shares, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same or representing any other rights or interests therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or subdivisions thereof; and to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders.

To aid in any manner any person, firm, association,

corporation or syndicate, of which any shares, bonds, debentures, notes, mortgages, or other obligations, or any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same, or representing any other rights or interests therein, are held by or for this corporation, or in the welfare of which this corporation shall have any interest, and to do any acts or things designed to protect, preserve, improve and enhance the value of any such property or interest, or in any other property of this corporation.

To guarantee the payment of dividends upon any shares of stock or shares in, or the performance of any contract by, any other corporation or association in which this corporation has an interest, and to endorse or otherwise guarantee the payment of principal and interest, or either, of any bonds, debentures, notes or other evidences of indebtedness created or issued by any such other corporation or association.

To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the

accomplishment of any of such objects and purposes.

To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or any of its branches, in any and all states, territories, districts and possessions of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts and possessions of the United States of America and in foreign countries.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or influence from the terms of any other clause of this or any other article of these articles of incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, conferred upon, corporations of a similar character by the General Laws of the State of Florida now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post office address of the initial registered office of the corporation in this state is 6210 Sun Blvd., Bldg. F, Unit 604, St. Petersburg, Fl. 33715. The name of the initial registered agent of the corporation in this state is James H. Small, who is a resident of Florida, and whose address is the same as that of the initial registered office of the corporation.

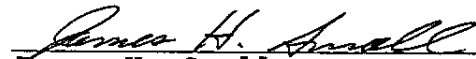
FIFTH: The total number of shares of stock which the corporation shall have authority to issue is FIVE THOUSAND (5,000), all of one class, of the par value of One Dollar (\$1.00) each and of the aggregate par value of FIVE THOUSAND DOLLARS (\$5,000).

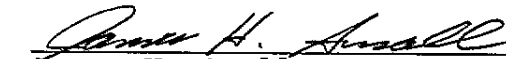
SIXTH: The number of directors of the corporation shall be one (1) which number may be increased pursuant to the by-laws of the corporation. The names and addresses of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

James H. Small  
6210 Sun Blvd.  
Bldg. F, Unit 604  
St. Petersburg, Fl. 33715

SEVENTH: The duration of the Corporation shall be perpetual.


GIVEN under my hand and seal this 24th day of July, 2001.

  
James H. Small,  
Incorporator

  
James H. Small,  
Registered Agent

Commonwealth of Virginia,  
County of Fairfax, to wit:

The foregoing Articles of Incorporation were acknowledged before me this 24th day of July, 2001 by James H. Small.

  
Notary Public (SEAL)

My commission expires: MAY 31, 2004