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Medical Research Institute Corporation

4350 West Cypress, Suite 305

Tampa, Florida 33607

(813) 350-9393

August 25, 2001

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*****78.75 *****78.75

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

Dear Secretary of State:

Please find enclosed one original copy and one copy of the Articles of Incorporation for Medical Research Institute Corporation, and a check for \$78.75 as requested by your office. We are requesting to become a Florida Domestic For-Profit Corporation, and for you to send us a certified copy to the above address.

Please do not hesitate to contact me if I can be of any further assistance. Thank you for your assistance.

Very Truly Yours,


Cheryl Woods

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TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
MEDICAL RESEARCH INSTITUTE CORPORATION**

The, the undersigned, as incorporators and subscribers to the shares of the Corporation to be organized pursuant hereto, being at least twenty-one (21) years or more, for the purposes of forming a corporation under the Business Corporation Act of the State of Florida, do hereby adopt the following articles of incorporation of such corporation.

ARTICLE I. NAME

The name of the Corporation shall be Medical Research Institute Corporation.

ARTICLE II. DURATION

The period of duration for which the corporation is organized is perpetual.

ARTICLE III. PRINCIPAL OFFICE

The address of the corporation's principal office is 4350 West Cypress, Suite 305, Tampa, Florida 33607.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 4350 West Cypress, Suite 305, Tampa, Florida 33607 and the name of its initial registered agent at that address is John Woods.

ARTICLE V. INCORPORATORS AND DIRECTORS

The number of incorporators, who shall constitute the initial Board of Directors is two. The number of directors may be increased or decreased from time to time by amendment to the bylaws of the corporation. The name and address of the persons who are the incorporators and initial directors to are:

John L. Woods, 4350 West Cypress, Suite 305, Tampa, Florida 33607

Cheryl Y. Woods, 4350 West Cypress, Suite 305, Tampa, Florida 33607

ARTICLE VI. PURPOSE

The purpose or purposes for which the Corporation is organized shall be to engage in any lawful purpose or purposes that are conferred on corporations under the laws of the State of Florida and

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that are necessary or proper in connection with that business, including, but not limited to, the following:

- (a) To establish, acquire, support, erect, maintain, own, and equip, without limiting the foregoing, health maintenance organizations, preferred provider organizations, hospitals, nursing homes, medical arts buildings, data processing, credit services, laundry services, rental properties, medical research, pharmacies, hotels/motels, maintenance services, vending machines and restaurants, and operate such other activities and entities which in the opinion of the Board of Directors at its discretion will support the foregoing.
- (b) To do everything necessary, proper, advisable or convenient for the accomplishments or furtherance of such purpose; including but not limited to the participation in joint ventures with other parties.
- (c) To borrow or raise money reasonably required in the conduct of its business.
- (d) To carry on any other business in connection with and incidental to any of the foregoing business, transactions, and dealings.
- (e) To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred and to enact regulations to carry these restrictions into effect.
- (f) Any other business authorized by law.

ARTICLE VII. SHARE STRUCTURE

This corporation is authorized to issue two classes of stock to be designated as "preferred" and "common", respectively; the total number of shares that may be issued is Ten Million (10,000,000) shares at no par value, One Million (1,000,000) shares of preferred shares and Nine Million (9,000,000) shares to be common shares. All or any part of the shares of the common and preferred stock may be issued by the corporation from time to time and for such consideration as may be determined upon and fixed by the board of directors, as provided by law, with due regard to the interest of the existing shareholders; and with such consideration has been received by the corporation, such shares may be deemed fully paid.

The preferred shares shall have preferred dividends rights, and shall have cumulative dividend rights based upon the rate shown on the certificate. The preferred shares have shall no voting rights.

ARTICLE VIII. STATED CAPITAL

The corporation shall not commence business until it has received for the issuance of its shares consideration of the value of One Thousand and No/100 Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE IX. PREEMPTIVE RIGHTS

No shareholder or other person shall have any preemptive rights whatsoever.

ARTICLE X. CUMULATIVE VOTING

Cumulative voting in the elections of directors shall not be permitted.

ARTICLE XI. CONDUCT OF DIRECTORS


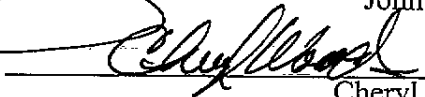
No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by the fact that any one or more of the directors or officers of the corporation is or are interested in or is a member, director, officer, or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, corporation or association shall be affected or invalidated by the fact that any director or directors, or officer or officers of the corporation is a party or are parties to or interested in such contract, act or transactions or in any way connected with such person, firm, corporation or association; and each and every person who may become a director or officer of the corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him or any firm, corporation or association in which he may in any way be interested from transacting business with this Corporation.

ARTICLE XII. INCORPORATORS

The name and address of the incorporators are:

John L. Woods, 4350 West Cypress, Suite 305, Tampa, Florida 33607
Cheryl Y. Woods, 4350 West Cypress, Suite 305, Tampa, Florida 33607

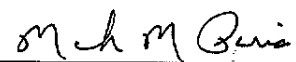
IN WITNESS WHEREOF, I have hereunto set my hand this the 25th day of August, 2001.


John L. Woods

Cheryl Y. Woods

THE STATE OF TENNESSEE}
COUNTY OF WILLIAMSON}

I, the undersigned authority, a Notary Public, in and for said County and State, do hereby certify that on the 25th day of August, 2001, personally appeared before me, John L. Woods and Cheryl Y. Woods, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements contained there are true.

SUBSCRIBED AND SWORN TO BEFORE ME by the said John L. Woods and Cheryl Y. Woods, on this the 25th day of August, 2001.


NOTARY PUBLIC, STATE OF TENNESSEE


Medical Research Institute Corporation

4350 West Cypress, Suite 305

Tampa, Florida 33607

(813) 350-9393

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent to act in this capacity.



Signature/Registered Agent

8/25/01

Date



Signature/Incorporator

8/25/01

Date