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JILLIANE P. HOFFMAN
Attorney at Law

3354 Greenview Terrace (954) 344-2540
Margate, FL 33063

September 5, 2001

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: RJH HEALTHCARE CONSULTANTS, INC.

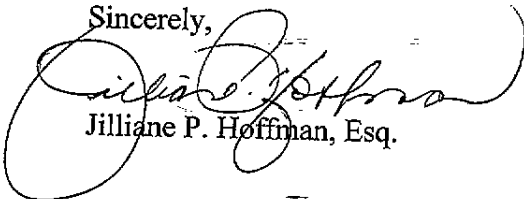
Gentlemen:

Enclosed please find an original and two copies of the Articles of Incorporation for RJH Healthcare Consultants, Inc., a Designation of Registered Agent, and a check for \$87.50, representing payment of the filing fee (\$70.00), a certificate of status (\$8.75) and a certified copy (\$8.75). Kindly forward back to my attention at the address indicated the Certificate of Status and a certified copy of the articles.

Jilliane P. Hoffman
3354 Greenview Terrace
Margate, Florida 33063
(954) 344-2540

Thank you for your attention to this matter.

Sincerely,



Jilliane P. Hoffman, Esq.

FILED
2001 SEP 10 AM 9:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

9/12/01

EFFECTIVE DATE

9/5/01

FILED

2001 SEP 10 AM 9:41

**ARTICLES OF INCORPORATION
OF
RJH HEALTHCARE CONSULTANTS, INC.**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation in compliance with Chapter 607 and/or Chapter 621, F.S. (Profit) and the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be **RJH Healthcare Consultants, Inc.**

ARTICLE II

The principal place of business of the Corporation shall be 3354 Greenview Terrace, Margate, Florida 33063, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The mailing address of the Corporation shall be 3354 Greenview Terrace, Margate, Florida 33063.

ARTICLE III

The purpose for which the Corporation is organized is to render consulting services to physician practices and other healthcare providers. Such services may include, but are not limited to, consulting, financing, and any such related managerial services. The Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV

The capitol stock authorized, the par value thereof, and the characteristics of such stock are as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
7,500	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors.

ARTICLE V

This Corporation shall commence its existence on September 5, 2001 and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI

The name and address of the registered agent of the corporation shall be:

Jilliane P. Hoffman, Esq.
3354 Greenview Terrace West
Margate, Florida 33063

ARTICLE VII

The Corporation shall have two directors initially. The names and addresses of the first directors of the Corporation, who shall hold office for the first year or until after their successors are duly elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Richard H. Hoffman	3354 Greenview Terrace Margate, FL 33063
Jilliane P. Hoffman	3354 Greenview Terrace Margate, FL 33063

ARTICLE VIII

The name and address of the Incorporator is:

Jilliane P. Hoffman, Esq.
3354 Greenview Terrace West
Margate, Florida 33063

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any member individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any such director of this Corporation who is also a director or officer of such other corporation, or

who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this the 5th day of September, 2001.


Jilliane P. Hoffman, Incorporator

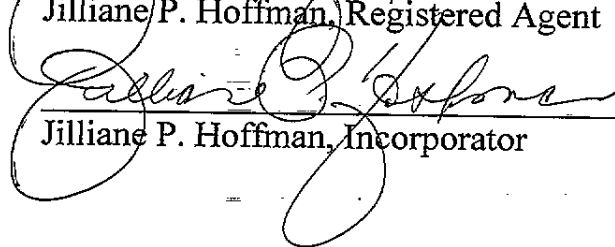
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

- First: That RJH Healthcare Consultants, Inc., desiring to organize under the laws of the State of Florida, has designated 3354 Greenview Terrace, Margate, Florida 33063 as the place of business for the process of service within this state.
- Second: That the above corporation has named Jilliane P. Hoffman, Esq. as its statutory registered agent.

Having thus 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 and agree to act in this capacity.


Jilliane P. Hoffman, Registered Agent


Jilliane P. Hoffman, Incorporator

9/5/01
Date

9/5/01
Date

FILED
2001 SEP 10 AM 9:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA