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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

April 12, 2002

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

RE: Medical Professional Consultants, Inc.

Dear Sir or Madam:

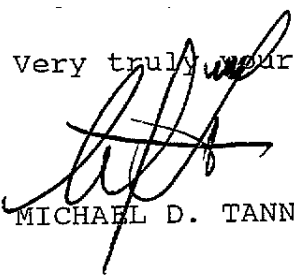
Enclosed is an original and one (1) copy of the **Certificate of Domestication** regarding the above-referenced corporation. Also enclosed is a check in the amount of \$128.75 covering the following charges:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	78.75
Total to domesticate and file:	\$128.75

Please forward a certified copy to me at the above address.

If you should have any questions, please feel free to contact me.

Very truly yours,

  
MICHAEL D. TANNENBAUM

MDT/cd

Encl.

D. WHITE APR 23 2002

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# CERTIFICATE OF DOMESTICATION

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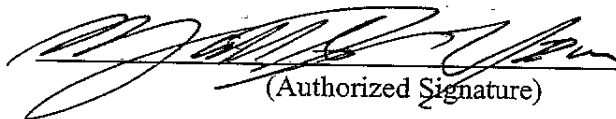
The undersigned, Matthew J. Toia, President  
(Name) (Title)  
of Medical Professional Consultants, Inc.,  
(Corporation Name) a foreign Corporation,  
in accordance with F.S., 607.1801 does hereby certify:

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1. The date on which corporation was first formed was March 2, 1989.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Massachusetts.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Medical Professional Consultants, Inc..
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Medical Professional Consultants, Inc..
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Massachusetts.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of Medical Professional Consultants, Inc.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 12 day of April, 2002.

  
(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MEDICAL PROFESSIONAL CONSULTANTS, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: MEDICAL PROFESSIONAL CONSULTANTS, INC.

The address of the principal office of this corporation shall be 2560 S. Ocean Blvd., #616, Palm Beach, FL 33480, and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having no par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 2560 S. Ocean Blvd., #616, Palm Beach, FL 33480, and the name of the initial registered agent of the corporation at that address is MATTHEW J. TOIA.

ARTICLE V - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PREEMPTIVE RIGHTS

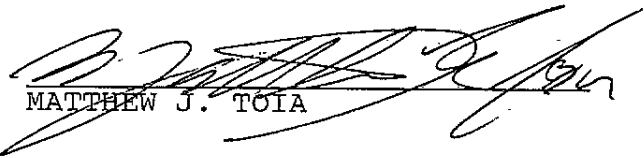
Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII - INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

MATTHEW J. TOIA  
2560 S. Ocean Blvd., #616  
Palm Beach, FL 33480

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this 12 day of April, 2002.

  
MATTHEW J. TOIA

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ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, Matthew J. Toia, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
MATTHEW J. TOIA

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