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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : LOUIS N. SCHOLNIK, P.A.
Account Number : I20010000132
Phone : (954)771-4790
Fax Number : (954)776-3825

FLORIDA PROFIT CORPORATION OR P.A.

Health Compliance Consultants, Inc.

09-04-02

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
HEALTH COMPLIANCE CONSULTANTS, INC.**

ARTICLE I - NAME

The name of this corporation is **HEALTH COMPLIANCE CONSULTANTS, INC.** The principal office and mailing address of this corporation is: 4721 NW 27th Avenue, Boca Raton, FL 33434.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4721 NW 27th Avenue, Boca Raton, FL 33434 and the name of the initial registered agent of this corporation at that address is Victoria R. Sunshine.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws.

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The name and address of the initial Board of Director of this corporation is:

<u>Name</u>	<u>Address</u>
Victoria R. Sunshine	4721 NW 27th Avenue Boca Raton, FL 33434

ARTICLE VIII - INCORPORATORS

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

<u>Name</u>	<u>Address</u>
Victoria R. Sunshine	4721 NW 27th Avenue Boca Raton, FL 33434

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of August, 2002.

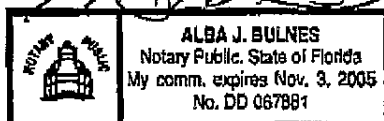
Victoria R. Sunshine
Victoria R. Sunshine

STATE OF FLORIDA
COUNTY OF Palmer

The foregoing instrument was acknowledged before me this 23 day of August, 2002, by Victoria R. Sunshine, is personally known to me, or who has produced 525-860-22582 as identification, and who did take an oath.

Alba J. Bulnes
Notary Public, State of Florida

My Commission Expires: 11-03-2002



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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

HEALTH COMPLIANCE CONSULTANTS, INC.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

HEALTH COMPLIANCE CONSULTANTS, INC., desiring to organize
under the laws of the State of Florida, with its principal office,
as indicated in the Articles of Incorporation at City of Boca
Raton, County of Palm Beach, State of Florida, has named Victoria
R. Sunshine, located at 4721 NW 27th Avenue, Boca Raton, FL 33434
as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.
Further, I am familiar with and accept the obligations provided for
in Florida Statute 607.0505.

BY: Victoria R. Sunshine
Victoria R. Sunshine

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