



VERDEJA & GRAVIER

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PEDRO M. de ARMAS, P.A.
LEONARDO GRAVIER, P.A.
LEONARDO D. GRAVIER, P.A.
FRANK O. SOCARRAS, P.A.
OCTAVIO A. VERDEJA, P.A.
OCTAVIO F. VERDEJA, P.A.

ALEJANDRO D. GRAVIER, C.P.A.
CARMEN LLANO-GOMEZ, C.P.A.
REGINO RODRIGUEZ, C.P.A.

September 25, 2002

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

Re: MVM Medical Consulting, Inc.

Dear Sirs:

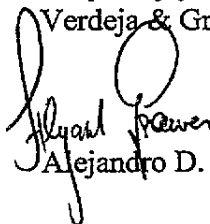
Enclosed please find the Articles of Incorporation of MVM Medical Consulting, Inc. and a check for \$78.75 payable to Division of Corporations. Once processed, please forward to Alejandro Gravier at the following address:

Alejandro Gravier
C/O Verdeja & Gravier
201 Alhambra Circle
Suite 901
Coral Gables, FL 33134

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Should you have any questions, or if I may be of further assistance, do not hesitate to contact our office.

Very truly yours,
Verdeja & Gravier


Alejandro D. Gravier

CERTIFIED PUBLIC ACCOUNTANTS
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

201 ALHAMBRA CIRCLE, SUITE 901, CORAL GABLES, FL 33134

OFFICE: 305.446.3177 • FAX: 305.446.6319

FILED
2002 OCT -1 AM 9:50
STATE
TALLAHASSEE, FLORIDA

10/04/02

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TALLAHASSEE, FLORIDA

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ARTICLE VIII - INCORPORATOR

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

Maria E. Del Valle Mas

13030 SW 75th Avenue

Miami, Florida 33156

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF
SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.


ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - 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 25th day of September, 2002.


Maria E. Del Valle Mas

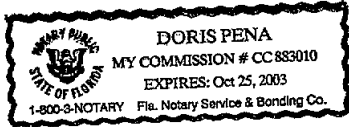
STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgement in the state and county set forth above, personally appeared Maria E. Del Valle Mas, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he (they) acknowledged before me that he (they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and affixed my official seal in the State and county aforesaid, this 25th day of September 2002.



Doris Pena
NOTARY PUBLIC, State of Florida
at Large

My commission expires:

I, the undersigned, having been named as initial registered agent of the corporation in the foregoing articles of incorporation hereby accept said office and will serve in said capacity.

Maria E. Del Valle Mas
Maria E. Del Valle Mas
REGISTERED AGENT