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POWERS & DISQUE, CHARTERED ATTORNEYS AT LAW

March 14, 2003

Division of Corporations Department of State 409 E. Gaines Street Tallahassee, FL 32399

Via Federal Express

Gentlemen:

Re: Initial Incorporation - Zachariah Consulting Group, Inc.

Enclosed herewith are two originals of the Articles of Incorporation for the above referenced Corporation. Also enclosed is a check in the amount of \$78.75 to cover the cost of filing the Articles and returning one (1) certified copy. Please return the certified copy in the enclosed envelope.

Should you require any additional information regarding the above-referenced matter, please contact us.

Sincerely yours

avmord J. Power

RJP:lh Enclosures

ARTICLES OF INCORPORATION OF ZACHARIAH CONSULTING GROUP, INC. A FLORIDA CORPORATION



The undersigned, acting as incorporator of a Florida corporation under the Florida General Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the Corporation is ZACHARIAH CONSULTING GROUP, INC.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office, mailing address and the initial registered office of the Corporation is Zachariah P. Zachariah, M.D., P.A. 4725 North Federal Highway, Fort Lauderdale, FL 33308-4603, and the name of the initial registered agent of the Corporation at that address is Zachariah P. Zachariah, M.D.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the director of the Corporation is:

Name Address

Zachariah P. Zachariah, M.D. Zachariah P. Zachariah, M.D., P.A.

4725 North Federal Highway

Fort Lauderdale, FL 33308-4603

ARTICLE VII

INCORPORATOR

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

Name

Address

Zachariah P. Zachariah, M.D. Zachariah P. Zachariah, M.D., P.A.

4725 North Federal Highway

Fort Lauderdale, FL 33308-4603

ARTICLE VIII

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

ARTICLE IX

COMMENCEMENT OF EXISTENCE

The Corporation shall be deemed to commence existence on March 14, 2003.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of March, 2003.

Zachariah P. Zachariah, M.D.

STATE OF FLORIDA)
)ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Zachariah P. Zachariah personally known by me to be the person who executed the foregoing Articles of Incorporation, or who has produced ________ as identification, and who did (did not) take an oath, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 14th day of March, 2003.

My Commission Expires:

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the required office/registered agent, in the State of Florida.

1. The name of the corporation is:

ZACHARIAH CONSULTING GROUP, INC.

2. The name and address of the registered agent and office is:

Zachariah P. Zachariah, 4725 North Federal Highway, Fort Lauderdale, Florida 33308-4603

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF §607.0505, FLORIDA STATUTES.

Zachariah P. Zachariah, M.D.

Maru 14, 2003

Date

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