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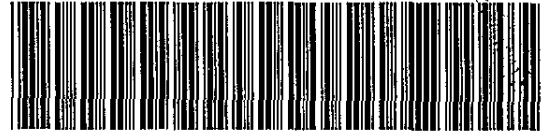
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Di M. Kahn
17611 Tiffany Trace
Boca Raton FL 33487
561-912-9077

May 11, 2003

DEPARTMENT OF STATE
DIVISION OF INCORPORATION
409 E. GAINS
TALLAHASSEE FL 32314

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of Healthcare Management Experts, Inc. and our check for \$85.50.

This check is remittance for:

\$35.00 Filing Fee
\$35.00 Designation Registration
\$ 8.75 Certified Copy
\$ 8.75 Certificate of Status
\$87.50

If you have any questions, please do not hesitate to call or email.

Very Truly Yours,

Di M. Kahn

Di M. Kahn

PAGE 1 - ARTICLES OF INCORPORATION

**ARTICLES OF INCORPORATION
OF
HEALTHCARE MANAGEMENT EXPERTS, INC.**

Single Class of Shares, Designated as Common

FILED
03 MAY 15 AM 10:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Healthcare Management Experts, Inc.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is (90) ninety shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of (3) three directors whose names and addresses are as follows:

1. Di M. Kahn
17611 Tiffany Trace
Boca Raton, FL 33487
2. Jose A. Fuentes
900 SW 12th Street
Apt. 102
Fort Lauderdale, FL 33315
3. Edgar N. Velazquez
2881 NE 32nd Street
Apt. 316
Fort Lauderdale, FL 33306

ARTICLE X

The initial registered agent of the corporation is:



Jose A. Fuentes

Initial Registered Agent

The street address of the corporation's initial registered office is 900 SW 12th Street, Suite 102, Fort Lauderdale, Florida 33315.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 900 SW 12th Street, Suite 102, Fort Lauderdale, Florida 33315.


ARTICLE XII

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

1. Di M. Kahn
17611 Tiffany Trace
Boca Raton, FL 33487
2. Jose A. Fuentes
900 SW 12th Street
Apt. 102
Fort Lauderdale, FL 33315
3. Edgar N. Velazquez
2881 NE 32nd Street
Apt. 316
Fort Lauderdale, FL 33306

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The undersigned incorporators have executed these Articles of Incorporation this 9th day of May, 2003.


Jose A. Fuentes, Incorporator #1


Edgar N. Velazquez, Incorporator #2


Di M. Kahn, Incorporator #3

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03 MAY 15 AM 10:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA