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(Requestor's Name)

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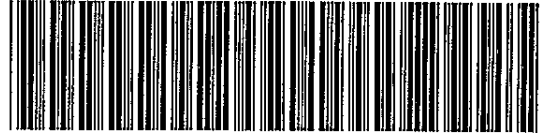
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TALLAHASSEE, FLORIDA

0613-073

LAW OFFICES

HARRIS, BARRETT, MANN & DEW

A FLORIDA LIMITED LIABILITY PARTNERSHIP

JOHN C. DEW
FRANK J. GRECO
TROY W. HOLLAND
EVELYN F. KUTTLER
JOHN C. LAVERY

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STE 470, SOUTHTRUST BANK BUILDING
150 SECOND AVENUE NORTH
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ST. PETERSBURG, FLORIDA 33731-1441
TELEPHONE (727) 892-3100
FAX (727) 898-0227

PLEASE REPLY TO:

TAMPA OFFICE

June 10, 2003

OVERNIGHT DELIVERY

Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation
Medical Group Services, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above referenced corporation along with Certificate of Domestication. This corporation is currently a foreign corporation and would like to domesticate the entity in Florida. Also enclosed is our check in the amount of \$128.75 to cover the costs associated with filing the corporation and the Certificate of Domestication. Please file these documents in the public records. Should any additional information be needed, please contact my office.

Thank you for your assistance.

Sincerely,

HARRIS, BARRETT, MANN & DEW LLP

Frank J. Greco

FJG/rf
Enclosure

CERTIFICATE OF DOMESTICATION

In pursuance of Chapter 607.1801, Florida Statutes, the following is submitted, in compliance with said Act:


First -- That **Medical Group Services, Inc.** was first formed and incorporated on

4-24-00

Second-- The name of the corporation immediately prior to filing this certificate of domestication is **Medical Group Services, Inc.**

Third-- The name of this corporation as set forth in the Articles of Incorporation filed simultaneously herewith is **Medical Group Services, Inc.**

Fourth-- The jurisdiction that constituted the central seat of business or administration of the corporation immediately prior to filing this certificate of domestication is Florida.

A handwritten signature in cursive script, appearing to read "Brina Cabrera", is written over a horizontal line. To the left of the signature, there is a large handwritten "X" mark.

Brina Cabrera, Director

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ARTICLES OF INCORPORATION
OF
MEDICAL GROUP SERVICES, INC.

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is **Medical Group Services, Inc.**

ARTICLE II

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100,000 shares of common stock of 1.00 Dollar per share par value.

ARTICLE IV

DURATION

This corporation is to exist perpetually, and its existence is to commence on the date of execution.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of the corporation shall be located at **2810 St. Isabel Suite 201, Tampa, Florida 33607.**

The name and street address of the initial registered agent of the corporation in the State of Florida is: **Frank J. Greco, 4047 Henderson Boulevard, Tampa, Florida 33629.** The Board of Directors may,

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from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) or more director(s) as provided by the By-Laws. This corporation shall have three (3) initial directors, as follows:

NAME	ADDRESS
Brina Cabrera	2801 St. Isabel Suite 201 Tampa, Florida 33607
Anthony F. Maniscalco	2801 St. Isabel Suite 201 Tampa, Florida 33607
Catherine A. Maniscalco	2801 St. Isabel Suite 201 Tampa, Florida 33607

ARTICLE VII

INCORPORATORS

The names and addresses of the incorporators of this corporation are:

NAME	ADDRESS
Anthony F. Maniscalco	2801 St. Isabel Suite 201 Tampa, Florida 33607
Brina Cabrera	2801 St. Isabel Suite 201 Tampa, Florida 33607

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members

operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof to the fullest extent permitted by law.

ARTICLE IX

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

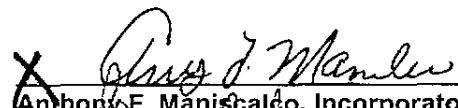
ARTICLE X

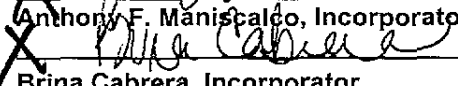
AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by:
Anthony F. Maniscalco and Brina Cabrera.

Dated this 10th day of June, 2003.



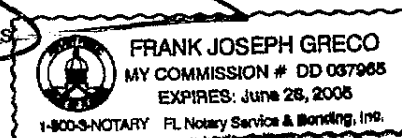
Anthony F. Maniscalco, Incorporator


Brina Cabrera, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10th day of June, 2003, by **Anthony F. Maniscalco and Brina Cabrera**, who are personally known to me or who have produced
N/A as identification.

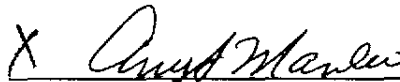
Printed Name:
Notary Public
My Commission Expires:
Serial Number:

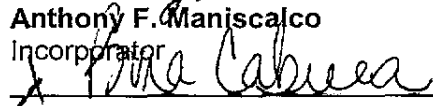


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.09I, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That **Medical Group Services, Inc.** desiring to organize under the laws of the State of Florida with its principal place of business in Hillsborough County, Florida, has named **Frank J. Greco**, located at **4047 Henderson Blvd, Tampa, Florida 33629**, as its agent to accept service of process within this state.

X 

Anthony F. Maniscalco
Incorporator
X 

Brina Cabrera, Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Frank J. Greco
Registered Agent

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