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Thomas J. Fraser, Jr., Esq.  
240 Ponte Vedra Park Drive  
Suite 150  
Ponte Vedra Beach, Florida 32082

(Address)

(City/State/Zip/Phone #)

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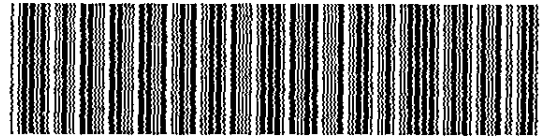
(Business Entity Name)

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ARTICLES OF INCORPORATION  
OF  
"LTR MEDICAL MANAGEMENT GROUP, INC."

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Incorporation (the "Articles"), effective as of this 26<sup>th</sup> day of August, 2003, by the undersigned incorporator (the "Incorporator"), who submits these Articles for the purpose of forming a corporation (the "Corporation"), which shall engage in the lawful conduct of business both within and without the State of Florida, and who hereby declares and certifies that the statements contained herein are true and correct.

Name. The name of the Corporation shall be "LTR MEDICAL MANAGEMENT GROUP, INC."

Initial Street Address. The initial street address of the principal office of the Corporation shall be 5737 Barnhill Drive, Jacksonville, Florida 32207.

Initial Mailing Address. The initial mailing address of the Corporation shall be the same as the initial street address.

Authorized Shares. The Corporation shall have a maximum Ten Thousand (10,000) authorized shares, with each share having a par value of One Cent (\$.01).

Preemptive Rights. The Corporation may have preemptive rights as provided in a shareholders' agreement entered into by and among the shareholders and the Corporation.

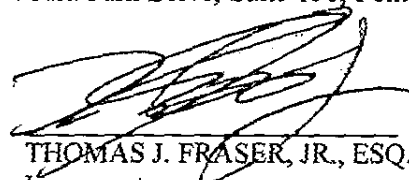
Initial Registered Agent. The initial registered agent of the Corporation shall be Thomas J. Fraser, Jr., Esq.

Initial Registered Office. The street address of the initial registered office shall be 240 Ponte Vedra Park Drive, Suite 150, Ponte Vedra Beach, Florida 32082.

Initial Board of Directors. The members of the initial board of directors of the Corporation, who shall hold office until their successors are legally elected or appointed, shall be:

Larry Wallach  
61 Seawave Road  
Each Rockaway, NY 11518

Incorporator. The Incorporator of the Corporation is Thomas J. Fraser, Jr., Esq. The Incorporator's street and mailing address is 240 Ponte Vedra Park Drive, Suite 150, Ponte Vedra Beach, Florida 32082.

  
THOMAS J. FRASER, JR., ESQ.  
Incorporator

**CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE**

This Certificate of Designation Registered Agent/Registered Office is executed this 26<sup>th</sup> day of August, 2003, pursuant to section 607.0501, Florida Statutes, the below-named Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is:

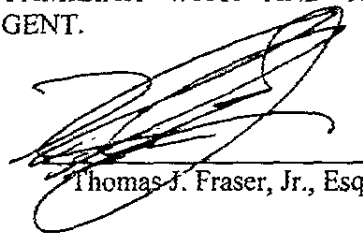
**LTR MEDICAL MANAGEMENT GROUP, INC.**

The name and address of the registered agent and office are:

Thomas J. Fraser, Jr., Esq.  
240 Ponte Vedra Park Drive  
Suite 150  
Ponte Vedra Beach, Florida 32082

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Thomas J. Fraser, Jr., Esq.