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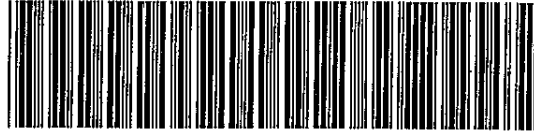
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04 JAN 28 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STEVEN L. ROBBINS, P.A.

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January 27, 2004

Via UPS Overnight Delivery

Secretary State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Incorporation of PALM BEACH PRACTICE MANAGEMENT, INC.

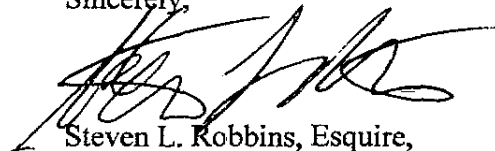
Dear Sir / Madam:

Enclosed is a check payable to the Secretary of State for \$70.00, covering the fees and charges for the incorporation of the above company. We believe this to be a duplicate payment, but are sending it to you because despite having mailed you the Articles, etc. on January 9th, this company still does not appear on the web site, and TIME IS OF THE ESSENCE.

A courtesy copy of the Articles is also provided for your reference.

Please email us and telephone us immediately to confirm that this company has been filed and initiated by you forthwith.

Sincerely,



Steven L. Robbins, Esquire,
For the Firm

Enclosure

ARTICLES OF INCORPORATION
OF
PALM BEACH PRACTICE MANAGEMENT, INC.

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ARTICLE I. NAME

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation shall be **PALM BEACH PRACTICE MANAGEMENT, INC.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the FLORIDA DEPARTMENT OF STATE. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS, & RIGHTS

This corporation is being organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, including but not limited to business management.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue **10,000,000 shares common capital stock**, each with a par value of \$0.0001. By majority vote of the board of directors, the corporation shall have the right to cancel any issued shares for which the full consideration is not timely received as and when due.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be **one**. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

A. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the

direction of, the Board Of Directors, except as otherwise herein provided or reserved to the holders of common stock.

B. 1. As indicated above, the number of members of the Board Of Directors may be increased from time to time, as provided in this corporation's bylaws, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board Of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name(s) and mailing address(es) of the person(s) who shall serve as director(s) of the corporation until the first annual meeting of the shareholders are as follows:

GARY D. CARROLL
c/o Steven L. Robbins, P. A.
P. O. Box 33118, Palm Beach Gardens, FL 33420-3118

ARTICLE VII. DIRECTOR & SHAREHOLDER ACTION BY CONSENT

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of not less than a majority of directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

ARTICLE I. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the fullest extent permitted by law.

ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office, and the address of this corporation's initial registered office (and the name of the individual who shall serve as this corporation's initial registered agent at that address), respectively, are:

Initial Corporate Office:
3618 Lantana Road, Lantana, Florida 33462

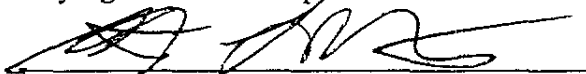
Registered Agent & Office:
Steven L. Robbins, Esquire
6334 Foster Street, Suite 100, Jupiter, Florida 33458

ARTICLE IX. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Steven L. Robbins, Esquire, 6334 Foster Street, Suite 100, Jupiter, Florida 33458.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.


(Steven L. Robbins, Esquire)

State Of FLORIDA
County Of PALM BEACH

On Jan. 9th, 2004, Steven L Robbins, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me, or who produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, acknowledged signing these Articles Of Incorporation, and did/did not take an oath.


Notary Public, STATE OF FLORIDA

Amy S. Gordon
(Notary Public - Printed Or Typed Name)

Commission Expiration Date: Sept. 28, 2007


Commission Number: DD254090

(SEAL)



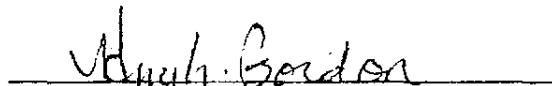
Amy S Gordon
My Commission DD254090
Expires September 28, 2007

I hereby accept my designation as resident agent and agree to serve as the resident agent of **PALM BEACH PRACTICE MANAGEMENT, INC.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the Corporation.


(Steven L. Robbins, Esquire)

State Of FLORIDA
County Of PALM BEACH

On Jan. 9th, 2004, STEVEN L. ROBBINS, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me, or who produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, acknowledged signing these Articles Of Incorporation, and did/did not take an oath.


Notary Public, STATE OF FLORIDA

Amy S. Gordon
(Notary Public - Printed Or Typed Name)

Commission Expiration Date: Sept. 28, 2007

Commission Number: DD254090

(SEAL)

