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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

u.s. medical consulting group, inc.

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Fla. Bar # 0721808

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ARTICLES OF INCORPORATION

OF

U.S. MEDICAL CONSULTING GROUP, INC.

The undersigned incorporator hereby forms the following corporation under the laws of the State of Florida:

ARTICLE I NAME

The name of this corporation is: **U.S. MEDICAL CONSULTING GROUP, INC.**

ARTICLE II PURPOSE

The corporation is organized to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to issue is 100 shares of common stock. Said shares shall be of a single class and shall have a par value of \$10.00.

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**ARTICLE IV
TERM OF EXISTENCE**

This Corporation is to exist perpetually as permitted by the laws of the State of Florida.

**ARTICLE V
REGISTERED AGENT AND OFFICE**

The initial Registered Agent and the street address of the initial registered office of this corporation shall be:

Joan Cross
4046 20th Street W
Bradenton, FL 34205

**ARTICLE VI
DIRECTORS**

This corporation shall have one director (1) initially. The number of directors may be changed from time to time in accordance with by-law adopted by the directors, but number shall never be less than one (1). The name and street address of the initial director of the corporation is:

Joan Cross 4046 20th Street W, Bradenton, FL 34205

**ARTICLE VII
OFFICERS**

The names and addresses of each of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified and the statement of the number of shares of stock which each agrees to take is as follows:

Joan Cross President 4046 20th St. W, Bradenton, FL 34205

ARTICLE VIII

INCORPORATORS

The name and street address of the incorporator is:

Joan Cross
4046 20th Street W
Bradenton, FL 34205

ARTICLE IX PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his others.

ARTICLE X CUMULATIVE VOTING

At each election for Directors, cumulative voting by Shareholders as set forth in Florida Statutes, Chapter 607.097(4) shall be allowed.

ARTICLE XI THE ADDRESS OF THE CORPORATION:

4046 20th Street W
Bradenton, FL 34205

ARTICLE XII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign an written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

By: Joan A. Cross
Joan Cross
Incorporator

NOTARY PUBLIC
STATE OF FLORIDA
JEAN M. DUVAL
Comm. # DD 264996
Comm. Exp. Dec. 10, 2007

AUG-19-2004 15:07

TOTAL P.06

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designed in these Articles, I hereby accept this appointment and agree to comply with the keeping open said office.

By: Joan A. Cross
Joan Cross

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