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Division of Corporations

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From:

Account Name : WEBSTER, CHAIRES & PARTNERS, P.L.

Account Number: I2000000284 Phone : (407)691-0500

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FLORIDA PROFIT CORPORATION OR P.A.

Medical Risks *Healthcare Consulting, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORAT

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OF

MEDICAL RISKS & HEALTHCARE CONSULTING, I

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates herself/himself in the formation of a corporation under the laws of the State of Florida, pursuant to the provisions of Chapter 607, Florida Statutes:

ARTICLE I CORPORATE NAME

The name of this corporation shall be Medical Risks & Healthcare Consulting, Inc . The corporation shall have perpetual existence.

ARTICLE II GENERAL PURPOSE

The general purpose for which this corporation is organized shall be:

To engage in every phase and aspect of the business of rendering consulting services to the public, but such services shall be rendered only through the corporation's officers, employees and agents.

ARTICLE III CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of one cent (\$0.01) per share.

Prepared by Gregory A. Chaires, Esq. Webster, Chaires & Partners, P.L. 1938 Lee Road, Suite 101 Winter Park, FL 32789 Florida Bar # 964808

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ARTICLE IV SHAREHOLDER RESTRICTIONS

No shareholder of this corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his/her stock. No shareholder of the corporation may sell or transfer his/her stock in this corporation, except as permitted by the bylaws of the Corporation.

ARTICLE V TRANSFER OF SHARES

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void <u>ab initio</u>.

ARTICLE VI PRINCIPAL OFFICE

The address of the principal office and mailing address of the Corporation in the State of Florida is 5813 Wales Avenue, Port Orange, Florida 32127.

ARTICLE VII REGISTERED AGENT

The address of the registered agent is 1936 Lee Road, Suite 101, Winter Park, FL 32789. The name of the initial registered agent of this corporation at that address is W&P Services, Inc.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation shall be one (1).
- B. The number of Directors may be increased or diminished from time to time by bylaws adopted by the shareholders, but shall never be less than one.
- C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this corporation or until his/her successor is elected or appointed and qualified, is: Lynn Glass, 5813 Wales Avenue, Port Orange, Florida 32127.

ARTICLE IX INCORPORATOR

The name and street address of the incorporator of the corporation are:

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Name W&P Services, Inc. Address 1936 Lee Road, Suite 101 Winter Park, Florida 32789

ARTICLE X AMENDMENT TO ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI INDEMNIFICATION

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the fullest extent permitted by law.

W&P Services, Inc., a Florida corporation

By: Gregory A. Chaires, Vice President

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 19th day of December 2005

W&P Sorvices, Inc., a Florida corporation

Gregory A. Chaires, Vice President