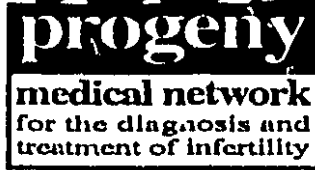


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April 10, 1995

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

300001456013
-04/13/95--01067--018
*****70.00 *****70.00

Re: Articles of Incorporation of Progeny Medical Network, Inc.

Ladies and Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of Progeny Medical Network, Inc., along with a check in the amount of \$70.00 to cover the filing fees.

Please file the Articles of Incorporation for the establishment of Progeny Medical Network, Inc.

Cordially,

Eugene F. Samuels
Incorporator

enclosures

FILED
95 APR 13 AM 8:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

245A00018265

B. REGISTER APR 19 1995

ARTICLES OF INCORPORATION
OF
PROGENY MEDICAL NETWORK, INC.

FILED
APR 13 11 18 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Progeny Medical Network, 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 Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all lawful business activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000,000 shares of common capital stock, no par value.

ARTICLE V. INDEMNIFICATION

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

ARTICLE VI. PRINCIPAL OFFICE

The address of this corporation's principal office shall be: 9400 S. Dadeland Boulevard, Penthouse 5, Miami, Florida 33156.

ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 9400 S. Dadeland Boulevard, Penthouse 5, Miami, Florida 33156

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Eugene P. Samuels.

ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Eugene P. Samuels, 9400 S. Dadeland Boulevard, Penthouse 5, Miami, Florida 33156

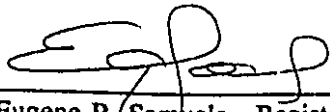
ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

A handwritten signature in black ink, appearing to read 'E. P. Samuels', written over a horizontal line.

Eugene P. Samuels - Incorporator

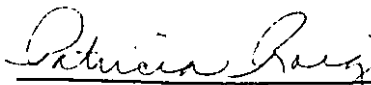
I hereby accept my designation as registered agent and agree to serve as the registered agent of Progeny Medical Network, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Progeny Medical Network, Inc.



Eugene P. Samuels - Registered Agent

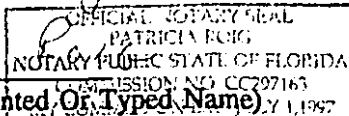
State Of Florida
County Of Dade

On this 10th day of April, 1995, Eugene P. Samuels, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Progeny Medical Network, Inc.



Notary Public

PATRICIA RUIZ
(Notary Public - Printed Or Typed Name)



FILED
95 APR 13 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Commission Expiration Date & Commission Number:

(SEAL)