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May 11, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re. Rudd Consulting Group, Inc.
3603 Starboard Avenue
Cooper City, FL 33026
(305) 450-9658

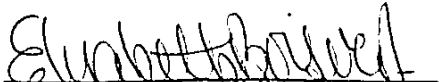
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Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Incorporation, together with my check in the amount of \$ 122.50.

The check represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


Elizabeth Boisvert

Date

5.15.95

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95 MAY 16 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

RUDD CONSULTING GROUP, INC.

The undersigned, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of this corporation shall be: RUDD CONSULTING GROUP, INC.

ARTICLE II - DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (a) Provide financial advisory services in primarily the health care field;

(b) To buy, sell, deal in and exchange shares of its own capital stock. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock;

(c) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

(d) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(e) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in land with real or personal property or any interest therein, wherever situated;

(f) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(g) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute Section 607.141;

(h) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares of other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state territory, government district, or municipality or of any instrumentality thereof;

(i) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge, of all or any of its property, franchises, and income;

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

(k) To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this state;

(l) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

(m) To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration of the corporation;

(n) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(o) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

(p) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

(r) To have and exercise all powers necessary or convenient to effect its purposes;

(s) To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute Section 607.014;

(t) And, without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may hereafter be conferred upon corporations by the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 1,000 shares, having an individual par value of \$1.00. Unless otherwise stated in these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office of this corporation, which shall also be its initial registered office, shall be at 3603 Starboard Avenue, Cooper City, FL 33026, with branch offices in such other cities, towns or states as may be from time to time authorized by its Board of Directors. The name of the initial registered agent of this corporation at said address is: Elizabeth Boisvert.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one(1). The name and address of the initial director of this corporation is:

Elizabeth Boisvert

3603 Starboard Avenue

Cooper City, FL 33026

ARTICLE VII - VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VIII - PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE IX - INCORPORATORS

The name and address of the incorporator executing these Articles of Incorporation is:

Elizabeth Boisvert

3603 Starboard Avenue

Cooper City, FL 33026

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 15th day of MAY, 1995.

Elizabeth Boisvert
-Elizabeth Boisvert

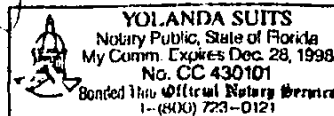
STATE OF FLORIDA }
 } SS.
COUNTY OF _____ }

BEFORE ME, a notary public authorized to take acknowledgements in the State and
County set forth above, personally appeared _____
known to me and known by me to be the person who executed the foregoing Articles of
Incorporation, and he acknowledged before me that he executed those Articles of
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
in the State and County aforesaid, this 15 day of May, 1995.

Yolanda Suits
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:



FILED

95 MAY 16 PM 4:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE AND ACKNOWLEDGEMENT

OF REGISTERED AGENT

RUDIX CONSULTING GROUP, INC.

(Name of Corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

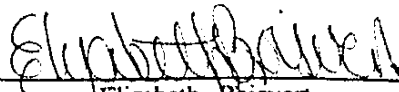
3603 Starboard Avenue

Cooper City, FL 33026

has named Elizabeth Boisvert located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law in keeping open said office.



Elizabeth Boisvert