



N. LOIS ADAMS, R PH

May 16, 1995

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

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for Medical Care Consultants II, Inc., and a check in the amount of \$122.50 (\$70.00 filing fee plus \$52.50 for a certified copy).

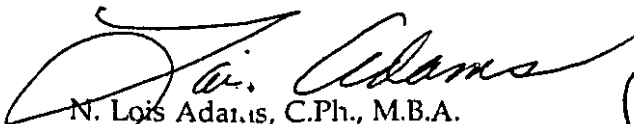
Please send the certified copy of the Articles of Incorporation to:

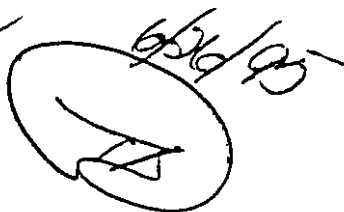
Medical Care Consultants II, Inc.
633 E. Colonial Drive
Orlando, FL 32803

Thank you for your consideration and assistance.

Very truly yours,

MEDICAL CARE CONSULTANTS II, Inc.


N. Lois Adams, C.Ph., M.B.A.
President/CEO



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Medical Care Consultants, Inc.

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****122.50 ****122.50

RECEIVED
TALLAHASSEE, FL
JUN 22 1995

ARTICLES OF INCORPORATION
OF
MEDICAL CARE CONSULTANTS II, INC.

ARTICLE I - NAME

The name of this corporation is MEDICAL CARE CONSULTANTS II, INC. and its principal place of business and mailing address is 633 East Colonial Drive, Orlando, Florida 32803.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$.10 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 201 S. Orange Avenue, Suite 900, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is CRAIG S. PEARLMAN.

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 in accordance with the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Lois Adams
633 E. Colonial Drive
Orlando, FL 32803

ARTICLE VII - INCORPORATOR

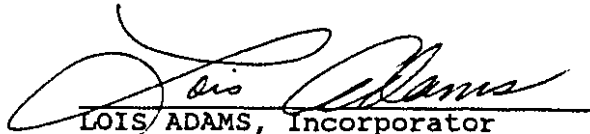
The name and address of the incorporator is:

Lois Adams
633 E. Colonial Drive
Orlando, FL 32803

ARTICLE VIII - INDEMNIFICATION

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

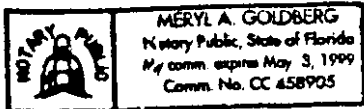
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of May, 1995.


LOIS ADAMS, Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 3rd day of May, 1995, by LOIS ADAMS, who is personally known to me or who has produced _____ as identification and who did take an oath.



NOTARY PUBLIC:

Sign: Meryl A. Goldberg
Print: MERYL GOLDBERG

State of Florida at Large
My Commission Expires:

Commission No. 458905

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for MEDICAL CARE CONSULTANTS II, INC. hereby accepts such appointment this 3rd day of May, 1995, and states that he/she is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

Craig S. Pearlman
CRAIG S. PEARLMAN