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December 19, 1995
P9600000500

CORPORATE RECORDS BUREAU
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
Jan 2, 1996

RE: New Corporation - R&D MEDICAL MANAGEMENT, INC.

Gentlemen:

Enclosed herewith is the original and one copy of the Articles of Incorporation together with the Designation of Registered Agent for the above-captioned corporation. Enclosed also is our check in the amount of \$122.50 to cover filing fees, filing tax, and a certified copy of the Articles of Incorporation.

If you find the foregoing to be in order, we would appreciate your returning the certified copy of the Articles of Incorporation to us at your earliest convenience.

Very truly yours,

SCHWARZ, KAHLE AND GIER

By: GARY A. KAHLE

FILED
DEC 26 4 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 3 1996 BSB

GAK:ljc
Enclosures

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ARTICLES OF INCORPORATION
OF
R&D MEDICAL MANAGEMENT, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

EFFECTIVE DATE
Jun 2, 1996

The name of this corporation is R&D MEDICAL MANAGEMENT,
INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence,
commencing on the 2nd day of January, 1996.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging
in any activity or business permitted under the laws of the United
States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand
(10,000) shares of ONE DOLLAR (\$1.00) par value common stock, which
shall be designated "common shares".

ARTICLE V - PREFERENCE, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. Voting Rights. Except as otherwise provided
by law, the entire voting power for the election of directors and
for all other purposes shall be vested exclusively in the holders
of outstanding common stock. At each election for directors, every
shareholder entitled to vote at such election shall have the right
to vote, in person, or by proxy, the number of shares owned by him
for as many persons as there are directors to be elected at that
time and for whose election he has a right to vote or to accumulate
his votes by giving one candidate as many votes as the number of
directors to be elected at that time multiplied by the number of
his shares, or by distributing such votes on the same principal
among any number of such candidates.

Section 2. Pre-emptive 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 pro-rata share thereof as nearly as may
be done without issuance of fractional shares at the price at which
it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 222 Nesbit Street, Punta Gorda, Florida 33950, and the name of the initial registered agent of this corporation at that address is MICHAEL HORNER.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

DONNA L. SERISKY 23465 Harborview Road, Apt. 911
Charlotte Harbor, Florida 33980-2108

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

DONNA L. SERISKY 23465 Harborview Road, Apt. 911
Charlotte Harbor, Florida 33980-2108

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders; however, any By-Laws adopted by the shareholders, with specific provision providing that such By-Laws shall not be altered, amended or repealed by the Board of Directors, shall be effective to prevent such By-Laws being amended, altered or repealed by said Board of Directors.

ARTICLE X - AMENDMENTS

This corporation reserves the right from time to time to amend, alter, repeal, or to add any provision to its Articles of Incorporation in any manner now or hereafter prescribed by the provisions of Chapter 607 of Florida Statutes or any amendment thereto or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles at Incorporation, or any amendment hereto, are granted, subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19 day of December, 1995.


DONNA L. SERISKY

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

* * * * *

Pursuant to Section 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

First - - That **R&D MEDICAL MANAGEMENT, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 222 Nesbit Street, Punta Gorda 33950, County of Charlotte, State of Florida, has named **MICHAEL HORNER** located at 222 Nesbit Street, Punta Gorda 33950, County of Charlotte, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Michael Horner
MICHAEL HORNER

FILED
95 DEC 26 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA