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FILED

TRANSMITTAL LETTER

96 JUL 15 AM 11:04

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

Department of State  
Division of Corporations, or STATE  
409. E. Gaines STALLAHASSEE, FLORIDA  
Tallahassee, FL 32399

Subject: MEDICAL & FINANCIAL MANAGEMENT STRATEGIES, INC.  
\_\_\_\_\_  
(proposed corporate name)

Enclosed please find an original and one copy of the articles  
of incorporation for the above corporation and check in the  
amount of \$ 78.75.

From: MARTA LUCAS RODRIGUEZ  
2100 Coral Way Ste 304  
Miami, FL 33145  
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-07/16/96--01121--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

PH  
7/18/96

ARTICLES OF INCORPORATION  
OF  
MEDICAL & FINANCIAL MANAGEMENT STRATEGIES, INC.

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96 JUL 15 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be:  
MEDICAL & FINANCIAL MANAGEMENT STRATEGIES, INC.

ARTICLE II - ADDRESS

The address of the principal office until further notice  
is: 2100 Coral Way Ste. 304, Miami, FL 33145.

ARTICLE III - CAPITAL STOCK

The number of shares that this corporation is authorized  
to have outstanding is one thousand (1000) common shares  
at one hundred dollar (\$100.00) par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation is: Marta N.  
Luaces-Rodriguez and the registered office is 2100 Coral Way  
Ste. 304, Miami, FL 33145.

ARTICLE V - INCORPORATOR

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

Marta N. Luaces-Rodriguez  
2100 Coral Way Ste. 304  
Miami, FL 33145

ARTICLE VI - DURATION

This corporation shall have a perpetual existence unless  
dissolved according to law.

ARTICLE VII - PURPOSE

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The purposes for which this corporation is organized are:

- (a) To engage and transact any and all lawful business which corporations normally do within the State of Florida.
- (b) To operate any legal business at the wholesale or retail level (as might be necessary) and initially to provide management billing, medical consultant and software services.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - INITIAL BOARD OF DIRECTORS

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The business of this corporation shall be managed by a Board of Directors consisting of one or more members, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of two directors as follows:

Marta N. Luaces-Rodriguez	Director, President and Treasurer 2100 Coral Way Ste. 304, Miami, FL 33145
Juan Rodriguez	Director, Vice-President, and Secretary 2100 Coral Way Ste. 304, Miami, FL 33145

ARTICLE X - BY-LAWS

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The Board of Director shall adopt By-Laws for this Corporation which may be amended, altered or repealed by the shareholders or directors in any manner permitted by law.

The undersigned incorporator has executed these Articles of Incorporation this 03 day of July 1996.

Marta N. Luaces-Rodriguez, Marta N. Luaces-Rodriguez

CERTIFICATE OF DESIGNATION

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REGISTERED AGENT/REGISTERED OFFICE

96 JUL 15 AM 11:04

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is \_\_\_\_\_

MEDICAL & FINANCIAL MANAGEMENT STRATEGIES, INC.

2. The name and address of the registered agent and office is:

Name Marta N. Luaces-Rodriguez

Address 2100 Coral Way Ste. 304, Miami, FL 33145.

The following officer of this corporation has authorized the above person and office to be its registered agent and registered office.

Signature Marta N. Luaces Rodriguez.

Title President

Date 07-03-96

ACCEPTANCE BY AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT

Signature Marta N. Luaces Rodriguez.

Date 07-03-96