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ORDER DATE: August 23, 1996

ORDER TIME : 9:41 AM

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ORDER NO. : 063395

CUSTOMER NO:

CUSTOMER: Sandra C. Gordon, Esq GREENBERG TRAURIG HOFFMAN

LIPOFF ROSEN & QUENTEL 111 North Orange Avenue

4656E

Suite #2050

Orlando, FL 32801

DOMESTIC FILING

NAME:

AMBINDER STRATEGIC CONSULTING,

INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

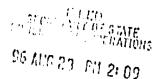
_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION OF AMBINDER STRATEGIC CONSULTING, INC.

ARTICLE I - NAME

The name of this corporation is AMBINDER STRATEGIC CONSULTING, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is 2501 North Orange Avenue, Suite 111, Orlando, Florida 32804. The initial mailing address of the corporation is 2501 North Orange Avenue, Suite 111, Orlando, Florida 32804.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 2501 North Orange Avenue, Ste.111, Orlando, and The Thitial registered agent of this corporation at that address is Roy Ambinder.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

Roy M. Ambinder, M.D.

2501 North Avenue

Suite 111

Orlando, Florida 32804

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this day of August, 1996.

By: Roy M Cem hude Roy M. Ambinder, M.D.

Incorporator

FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING 1623 FIXED AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 48,091 and Section 607,0501, Florida Statutes, the following is submitted:

That AMBINDER STRATEGIC CONSULTING, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 2501 North Orange Avenue, Suite 111, Orlando, Florida 32804, has named Roy Ambinder as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

August 22, 1996

Roy M. Ambinder, M.D., Registered Agent

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