

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Profit

1.) Effective Health Management, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

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4.) _____
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(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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DIVISION OF CORPORATION

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D. BROWN AUG 30 1996

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 30 PM 2:18

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

EFFECTIVE HEALTH MANAGEMENT, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1201 N. OLIVE AVENUE
WEST PALM BEACH, FL. 33401

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

2,000,000 SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ITZHAK I. SHASHA, M.D.
1201 N. OLIVE AVENUE
WEST PALM BEACH, FL. 33401

ARTICLE V INCORPORATOR(S)

See Instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

ITZHAK I. SHASHA, M.D.
1201 N. OLIVE AVENUE
WEST PALM BEACH, FL. 33401

AND

YOSI AMRAM
330 BEACON STREET
APARTMENT 42
BOSTON, MA 02116

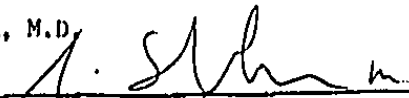
PRESIDENT: YOSI AMRAM

CEO: ITZHAK I. SHASHA, M.D.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

29th day of August, 1996.

ITZHAK I. SHASHA, M.D.



Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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DIVISION OF CORPORATIONS
95 AUG 30 PM 2:18**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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.

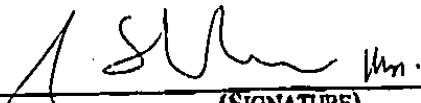
1. The name of the corporation is: EFFECTIVE HEALTH MANAGEMENT, INC.
1201 N. OLIVE AVENUE WEST PALM BEACH, FL 33401
2. The name and address of the registered agent and office is:

ITZHAK I. SHASHA, M.D.
(NAME)

1201 N. OLIVE AVENUE
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

WEST PALM BEACH, FL. 33401
(CITY/STATE/ZIP)

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 agree 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)

8/29/96
(DATE)