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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

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NAME: HEALTHCARE MANAGEMENT CONSULTANTS, INC.

AUDIT NUMBER.....H96000016344

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 20, 1996

EMPIRE

SUBJECT: HEALTHCARE PROFESSIONAL CONSULTANTS, INC.
REF: W96000024571

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Naysa Culligan
Document Specialist

FAX Aud. #: H96000016344
Letter Number: 796A00052751

ARTICLES OF INCORPORATION
OF

496000016344

MANAGEMENT CONSULTANTS OF AMERICA, INC.

ARTICLE I-NAME

The name of this corporation MANAGEMENT CONSULTANTS OF AMERICA,
INC.

ARTICLE II-DURATION

This Corporation shall have perpetual existence, commencing
upon the filing of these Articles of Incorporation with the
Department of State, State of Florida.

ARTICLE III-PURPOSE

this Corporation is organized for the purpose of engaging in
all lawful businesses permitted to a corporation organized
under the Florida General Corporation Law, as in effect from
time to time.

ARTICLE IV-POWERS

This Corporation shall have all the powers set forth in the
Florida General Corporation Law, as in effect from time to
time. In general, to do any act to the same extent persons
could do and to exercise all or any of its corporate powers
and rights in the State of Florida and in any and all other
states, territories, districts, dependencies, colonies or
possessions in the United States of America and in any
foreign countries.

ARTICLE V-CAPITAL STOCK

The maximum number of shares of stock that this Corporation
is authorized to have outstanding at any time is One Thousand
(1,000) shares of common stock, each share having the par
value of One Dollar (\$1.00).

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THIS DOCUMENT WAS CREATED BY DAVID L. BYRNS, ACCOUNTANT,
1324 HARRISON ST., HOLLYWOOD, FL. 33019 (954) 925-1426

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ARTICLE VI-ADDRESS

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The initial principal office of this Corporation is 1324 Harrison Street, Hollywood, Fl. 33019. The name of the initial registered agent is Brian Feldman whose address is 1660 N.E. 205 Terrace, Miami, Fl. 33179.

ARTICLE VII-DIRECTORS

This Corporation shall have two (2) directors initially, whose names and address is David L. Byrns and Carrie J. Byrns, 1324 Harrison Street, Hollywood, Fl. 33019. The number of directors may be increased from time to time by action in accordance with the provisions of the By-Laws.

ARTICLE VIII-INCORPORATION

The name and address of the Incorporators of this Corporation are David L. Byrns and Carrie J. Byrns, 1324 Harrison Street, Hollywood, Fl. 33019.

ARTICLE VIII-INDemnIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the corporation, to the full extent permitted by and as set forth in the Florida general Corporation Law.

ARTICLE X-AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

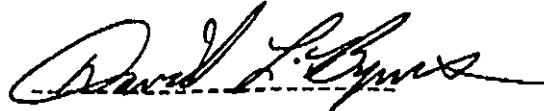
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ARTICLE XI-OFFICERS

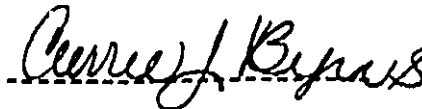
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This corporation shall have a President and Vice-President,
and such other and/or additional officers as may be created
from time to time by, and authorized by, its By-Laws.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledge and filed the foregoing Articles of Incorporation
under the Laws of the State of Florida, this 16th day of
November 1996.



David L. Byrne



Carrie J. Byrne

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STATE OF FLORIDA)SS

H96000016344

COUNTY OF BROWARD)

BEFORE ME personally appeared David L. Byrns and Carrie J. Byrns, to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the county and state named above on this 16th day of November 1996.



FONDA G. FURNISH
COMMISSION # CO 478154
EXPIRES JUN 25, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

A handwritten signature in cursive script, likely belonging to Fonda G. Furnish, the Notary Public.

Notary Public

My commission Expires:

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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said act:
First--That MANAGEMENT CONSULTANTS OF AMERICA, INC. under
the laws of the State of Florida, with its principle office,
as indicated in the Articles of Incorporation at the City of
Hollywood, County of Broward, State of Florida, has named
Brian Feldman 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 the place designated in this
certificate, the undersigned hereby accepts to act on this
capacity, and agrees to comply with the provisions of said
Act relative to keeping open said office.



Brian Feldman

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