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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

FAX #: (305) 541-3770

NAME: SALEM HEALTHCARE CONSULTANTS, INC.

AUDIT NUMBER.....H97000002342

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

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION

The undersigned subscriber(s) to these Articles of Incorporation, competent to contract, hereby associates and forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is SALEM HEALTHCARE CONSULTANTS, INC. The corporate mailing address is: 1710 S.W. 98th Court, Miami, Florida 33165.

ARTICLE II

The general nature of the business to be transacted by this corporation is computer consulting or any other lawful purpose. It shall have every corporate power granted by the Florida legislature.

ARTICLE III

The maximum number of shares of stock with which this corporation is authorized to have outstanding at any time is one hundred (100) shares at no par value.

ARTICLE IV

This corporation shall have perpetual existence.

JEFFREY BEGINS, ESQUIRE
MUSEUM TOWER SUITE 1575
150 WEST FLAGLER STREET
MIAMI, FLORIDA 33130
FLORIDA BAR NO: 730051
(305) 358-7237

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ARTICLE V

The street address of the initial registered office of this corporation is 1710 S.W. 98th Court, Miami, Florida 33165 and the name of the initial registered agent of this corporation at that address is Brett Burk.

ARTICLE VI

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name(s) and the address(es) of the initial director(s) of this corporation is (are):

BRETT BURK

1710 S.W. 98th Court
Miami, Florida 33165

RANDY SCHMID

1710 S.W. 98th Court
Miami, Florida 33165

ARTICLE VII

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

BRETT BURK

1710 S.W. 98th Court
Miami, Florida 33165

ARTICLE VIII

Each shareholder shall have the preemptive right to purchase at the price at which it is offered to others, and on the same terms, his or her pro rata share of any authorized and unissued and

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Treasury Stock of this Corporation of the same kind, class or series as that which he or she already holds, which is offered for sale by the corporation.

ARTICLE IX

This corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation or any amendments to these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation this 24 day of February, 1997.


BRETT BURK

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared BRETT BURK, known to me and known by me to be the

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JEFFREY BEGENS, ESQUIRE
MUSEUM TOWER SUITE 1575
150 WEST FLAGLER STREET
MIAMI, FLORIDA 33130
FLORIDA BAR NO: 730051

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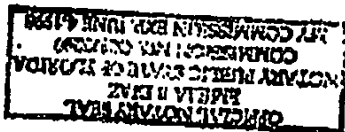
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person(s) who executed the foregoing Articles of Incorporation, and
(s)he (they) acknowledged before me that (s)he they executed those
Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal, in the State and County aforesaid, this 7th day of
February, 1997.

Charles B. Day
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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JEFFREY BEGENS, ESQUIRE
MUSEUM TOWER SUITE 1575
150 WEST FLAGLER STREET
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**CERTIFICATE DESIGNATING REGISTERED PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuant of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

First--That **SALEM HEALTHCARE CONSULTANTS, INC.** desiring to
organize under the laws of the State of Florida, with its principal
office, as indicated in the articles of incorporation at City of
MIAMI, County of **DAD**, State of Florida, has named **BRETT BURK**,
located at 1710 S.W. 98TH COURT, City of Miami, County of Dade,
State of Florida, as its agent to accept service of process within
this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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: 

BRETT BURK

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**JEFFREY BEGENS, ESQUIRE
MUSEUM TOWER SUITE 1575
150 WEST FLAGLER STREET
MIAMI, FLORIDA 33130
FLORIDA BAR NO:730051**

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