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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MEDICAL PROFESSIONAL & CONSULTANTS, INC.

AUDIT NUMBER.....H97000002854

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

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

H 9700 0002854

MEDICAL PROFESSIONAL & CONSULTANTS, INC.

ARTICLE I - NAME

The name of this Corporation is MEDICAL PROFESSIONAL & CONSULTANTS, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any or all lawful business for which corporation may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended, and any other activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - CUMULATIVE VOTING

Shareholders of this Corporation may vote their stocks cumulatively. Each shareholder shall have the total number of votes which is equal to the number of shares of stock with voting rights which such shareholder holds multiplied by the number of directors to be elected. The shareholder may give all of their votes to one candidate or distribute them among as many candidates as the shareholder may wish. Notice must be given by any shareholder to the President or Vice President of the Corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that such shareholder intends to cumulate his vote at said election.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

H 9700 0002854 ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation is:

LAW OFFICES OF HOWARD PACKER
2000 S. DIXIE HIGHWAY #113
MIAMI, FLORIDA 33133
FL. Bar # 444741
305-285-8822

H 9700 000 2854

GLORIA GONZALEZ
8390 S.W. 88 St.
Miami, Florida 33156

and the initial registered agent of this Corporation at such office is GLORIA GONZALEZ.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 Directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws; however there shall never be less than 1 Director nor more than 5. The names and addresses of the initial Board of Directors of the corporation:

...
Gloria Gonzalez, President, Vice President
and Secretary.
8390 S.W. 88 Street, Miami, Florida 33156

ARTICLE IX - INCORPORATORS

The name and street address of the Incorporator signing these articles is:

GLORIA GONZALEZ
8390 S.W. 88 St.
Miami, Florida 33156

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on February 18, 1997.

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GLORIA GONZALEZ
Incorporator

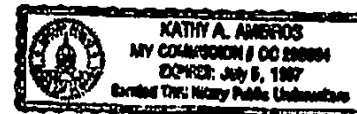
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Gloria Gonzalez, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and SHE acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this February 18, 1997.


NOTARY PUBLIC, State of Florida

My Commission Expires:



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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

MEDICAL PROFESSIONAL & CONSULTANTS INCdesiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8390 S.W. 88 Street, Miami, Florida 33156, has named

Gloria Gonzalez
8390 S.W. 88 Street
Miami, Florida 33156

as its agent to accept service of process within Florida.

Dated: February 18, 1997.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


GLORIA GONZALEZ
Director

Having been named to accept service of process for MEDICAL PROFESSIONAL & CONSULTANTS INCat the place designated in this certificate, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


GLORIA GONZALEZ
Registered Agent

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