Hoffmeier Accounting & Jax Service, Inc.

5101 N.W. 21st Avenue, Suite 200, Fort Lauderdale, Florida 33309 Phone (305) 735-8770 • Fax (305) 733-9220

P97000016102

STATE OF FLORIDA DIVISION OF CORPORATIONS P.O. BOX 6327 TALLAHASSEE, FLORIDA 32314

900002089009--2 -02/17/97--01031--016 ****122,50 ****122,50

GENTLEMEN:

ENCLOSED PLEASE FIND ARTICLES OF INCORPORATION FOR MEDICAL PROFESSIONAL MANG., INC. ALONG WITH OUR CHECK IN THE AMOUNT OF \$122.50 TO COVER THE FILLING COST OF THIS CORPORATION. IF YOU HAVE ANY QUESTIONS REGARDING THIS MATTER, PLEASE CONTACT US AT THE ABOVE ADDRESS OR TELEPHONE NUMBER.

EB 17 AMIO

THANK YOU,

LISA J. DARBRO

FEB 2 0 1997

ACCOUNTING

BOOKKEEPING

TAX SERVICES

FINANCIAL STATEMENTS

ARTICLES OF INCORPORATION

OF

MEDICAL PROFESSIONAL MANAGEMENT, INC

MEDICAL PROFESSIONAL MANAGEMENT, INC.

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION IS
A NATURAL PERSON, COMPETENT TO CONTRACT, ASSOCIATED TO FORM A
CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA: AND
FURTHER AGREES TO THE FOLLOWING CONDITIONS OF SAID CORPORATION.

ARTICLE I: NAME

THE NAME OF THE CORPORATION IS: MEDICAL PROFESSIONAL MANAGEMENT, INC.

ARTICLE II: NATURE OF BUSINESS

THE GENERAL NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED BY THE CORPORATION, AND THE POWERS AND PRIVILEGES TO BE EXERCISED BY IT SHALL INCLUDE ALL POWERS THAT ARE GIVEN TO THE BODIES CORPORATE UNDER THE STATUTES OF THE STATE OF FLORIDA, AND THE LAWS OF THE UNITED STATES, TOGETHER WILL ALL RIGHTS POWERS AND PRIVILEGES INCIDENT THERETO.

ARTICLE III: CAPITAL STOCK

THE CAPITAL STOCK OF THE CORPORATION SHALL CONSIST OF ONE HUNDRED (100) SHARES OF A PAR VALUE OF ONE (\$1.00) DOLLAR EACH, WHICH STOCK SHALL BE PAID FOR IN CASH, REAL OR PERSONAL PROPERTY OR IN SERVICES.

THE VALUE OF EACH SUCH REAL OR PERSONAL PROPERTY OR SERVICES SHALL BE FIXED BY THE BOARD OF DIRECTORS OF SAID CORPORATION, AND THE STOCK SHALL BE ISSUED ON THE VALUE SO FIXED. ALL STOCK SHALL BE FULLY PAID FOR AND NON-ASSESSABLE.

ARTICLE IV: TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS IT BE DISSOLVED BY ACTION OF LAW.

ARTICLE V: PLACE OF BUSINESS

INITIAL REGISTERED OFFICE INITIAL REGISTERED AGENT

THE INITIAL REGISTERED OFFICE AND PLACE OF BUSINESS OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

PLACE OF BUSINESS

6502 CONTEMPO LANE

BOCA RATION FLORIDA 33433

REGISTERED OFFICE

6502 CONTEMPO LANE

BOCA RATON FLORIDA 33433

THE INITIAL REGISTERED AGENT IS:

LINDA KEISER

6502 CONTEMP LANE

BOCA RATON FLORIDA 33433

ARTICLE VI: DIRECTOR

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE CHANGED FROM TIME TO TIME AS THE STOCKHOLDERS DESIRE, IN ACCORDANCE WITH THE BY-LAWS HEREOF.

ARTICLE VII: INITIAL DIRECTORS

THE NAME AND STREET ADDRESS OF THE FIRST BOARD OF DIRECTORS IS AS

FOLLOWS:

NAME LINDA J KEISER ADDRESS 6502 CONTEMPO LANE

BOCA RATON FLORIDA 33433

JEFFREY G KEISER

6502 CONTEMP LANE

BOCA RATON FLORIDA 33433

THERESA A SHERIDAN

6224 MOHAWK TERRACE MARGATE FLORIDA 33063

JULIE A FEDAK

6502 CONTEMPO LANE

BOCA RATON FLORIDA 33433

ARTICLE VIII: SUBSCRIBERS

THE NAME AND STREET ADDRESS OF THE SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION IS AS FOLLOWS:

NAME LINDA J KEISER ADDRESS 6502 CONTEMPO LANE BOCA RATON FLORIDA 33433

ARTICLE IX: AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCKHOLDERS.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL THIS

215 t DAY OF TANDER , 1997

(SEAL)

I, LINDA KEISER, UNDERSIGNED DO ACKNOWLEDGE THAT I AM FAMILIAR WITH THE DUTIES AND RESPONSIBILITIES AS A REGISTERED AGENT FOR A CORPORATION, AND AS SUCH, DO HEREBY ACCEPT AS REGISTERED AGENT FOR

MEDICAL PROFESSIONAL MANAGEMENT, INC.

Juda Jr. Keiser (SEAL)

STATE O	F F	LORIDA)
) 88 :
COUNTY	OF	BROWARD)

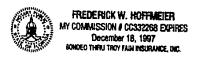
I HEREBY CERTIFY THAT ON THIS DATE, BEFORE ME, A NOTARY PUBLIC DULY AUTHORIZED IN THE STATE AND COUNTY ABOVE NAMED TO TAKE ACKNOWLEDGEMENTS, PERSONALLY APPEARED

LINDA KEISER

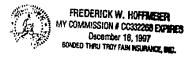
TO ME KNOWN TO BE THE PERSON DESCRIBED AS SUBSCRIBER IN AND WHO DID EXECUTE THE FOREGOING ARTICLES OF INCORPORATION.

WITNESS MY HAND AND OFFICIAL SEAL THIS 215T DAY OF TAMUARY, 1997.

NOTARY PUBLIC -STATE OF FLORIDA



STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)
I HEREBY CERTIFY TH	AT ON THIS DATE, BEFORE ME, A NOTARY PUBLIC
DULY AUTHORIZED IN THE ST	TATE AND COUNTY ABOVE NAMED TO TAKE
ACKNOWLEDGEMENTS, PERSON	ALLY APPEARED
	LINDA KEISER
TO ME KNOWN TO BE THE PE	RSON DESCRIBED AS REGISTERED AGENT AND WHO
DID HEREBY ACCEPT AS REG	ISTERED AGENT.
WITNESS MY HAND AND	OFFICIAL SEAL THIS 2157 DAY OF
	•



STATE C	OF I	FLORIDA)
) ss
COUNTY	OF	BROWARD)

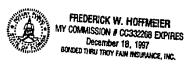
I HEREBY CERTIFY THAT ON THIS DATE, BEFORE ME, A NOTARY PUBLIC,
DULY AUTHORIZED IN THE STATE AND COUNTY ABOVE NAMED TO TAKE
ACKNOWLEDGEMENTS, PERSONALLY APPEARED

JEFFREY G KEISER

TO ME KNOWN TO BE THE PERSON DESCRIBED AS REGISTERED AGENT AND WHO DID HEREBY ACCEPT AS REGISTERED AGENT.

WITNESS MY HAND AND OFFICIAL SEAL THIS ______ DAY OF _______, 1997

NOTARY PUBLIC - STATE OF FLORIDA



STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

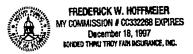
I HEREBY CERTIFY THAT ON THIS DATE, BEFORE ME, A NOTARY PUBLIC,
DULY AUTHORIZED IN THE STATE AND COUNTY ABOVE NAMED TO TAKE
ACKNOWLEDGEMENTS, PERSONALLY APPEARED

THERESA A SHERIDAN

TO ME KNOWN TO BE THE PERSON DESCRIBED AS REGISTERED AGENT AND WHO DID HEREBY ACCEPT AS REGISTERED AGENT.

WITNESS MY HAND AND OFFICIAL SEAL THIS 215T DAY OF TANGORY, 1997.

NOTARY PUBLIC - STATE OF FLORIDA



STATE OF	FLORIDA)
•) 68:
COUNTY OF	BROWARD)

I HEREBY CERTIFY THAT ON THIS DATE, BEFORE ME, A NOTARY PUBLIC,
DULY AUTHORIZED IN THE STATE AND COUNTY ABOVE NAMED TO TAKE
ACKNOWLEDGEMENTS, PERSONALLY APPEARED

JULIE A FEDAK

TO ME KNOWN TO BE THE PERSON DESCRIBED AS REGISTERED AGENT AND WHO DID HEREBY ACCEPT AS REGISTERED AGENT.

WITNESS MY HAND AND OFFICIAL SEAL THIS _____ 2 (5 T ____ DAY OF _______, 1997.

NOTARY PUBLIC - STATE OF FLORIDA

FREDERICK W. HOFFMEIER AY COMMISSION & CC332268 EXPIRES December 18, 1997 BONDED THU THOY FAIN HISURANCE, INC.

MY COMMISSION EXPIRES:

97 FEB 17 AN 10: 18