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TO: DIVISION OF CORPORATIONS

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FROM: ACE INDUSTRIES, INC.  
CONTACT: PAM FRIEDMAN  
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: MANAGEMENT *by Prescription, Inc.*  
~~SOLUTIONS INC.~~

AUDIT NUMBER.....H97000003728

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

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 5, 1997

ACE INDUSTRIES, INC.

SUBJECT: MANAGEMENT SOLUTIONS, INC.  
REF: W97000005102

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THE NAME CONFLICT IS MANAGEMENT SOLUTIONS, INC. FILED ON 6/14/89.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

497-3728

ARTICLES OF INCORPORATION

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Article 1: Name of Corporation MANAGEMENT BY PRESCRIPTION, INC.  
Address of Corporation 4302 INTRACOASTAL DRIVE  
HIGHLAND BEACH, FLORIDA 33487

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,500, with a par value of none. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED OFFICE: STEVEN D. MUCKEY, DDS  
and 4302 INTRACOASTAL DRIVE  
REGISTERED AGENT: HIGHLAND BEACH, FLORIDA 33487

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation.

Steven D. Muckey DDS 3/3/97  
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)  
First listed is President. Second is Secretary/Additional Directors.  
1. STEVEN D. MUCKEY, DDS  
4302 INTRACOASTAL DRIVE  
HIGHLAND BEACH, FLORIDA 33487

Article 5: The Name and Address of the INCORPORATOR is:

STEVEN D. MUCKEY, DDS  
4302 INTRACOASTAL DRIVE  
HIGHLAND BEACH, FLORIDA 33487

In witness whereof I have subscribed my name

Steven D. Muckey DDS  
Signature of Incorporator

STEVEN D. MUCKEY, DDS

497-3728

Prepared by:

**ACE INDUSTRIES, INC.**  
54 NW 11th Street  
Miami, FL 33136  
305-358-2571