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TO: DIVISION OF CORPORATIONS

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FROM: HOLLAND & KNIGHT (FT. LAUDERDALE)

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NAME: MEDICAL SERVICE ORGANIZATION OF DELRAY BEACH

AUDIT NUMBER.....H97000004281

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

CERT. OF STATUS..0 PAGES..... 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MEDICAL SERVICE ORGANIZATION OF DELRAY BEACH, INC.

The undersigned, acting as incorporator of Medical Service Organization of Delray Beach, Inc., pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

MEDICAL SERVICE ORGANIZATION OF DELRAY BEACH, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is 4200 N.W. 16th Street, Lauderhill, Florida 33313.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M. on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 3,000,000 shares of common stock having a par value of \$0.01 per share.

Brian Foremny
FL Bar No. 261963
2425 Hollywood Boulevard
Hollywood, FL 33020
954/922-1996

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2425 Hollywood Boulevard, Hollywood, Florida 33020, and the name of the corporation's initial registered agent at that address is Brian Foremny.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Name _____

Address

Brian Foremny


2425 Hollywood Boulevard
Hollywood, FL 33020

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 8th day of February, 1997.



Brian Koremny

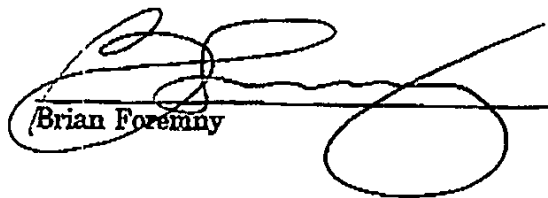
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **Medical Service Organization of Delray Beach, Inc.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 2425 Hollywood Boulevard, Hollywood, FL 33020, has named Brian Foremny as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.


Brian Foremny

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