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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305)672-0686 FAX #: (305)672-9110
NAME: ADVANCED PHYSICIAN CONSULTANTS, CORP.
AUDIT NUMBER.....H97000004706
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
ADVANCED PHYSICIAN CONSULTANTS, CORP.

Article II. Address

The mailing address of the Corporation is:
ADVANCED PHYSICIAN CONSULTANTS, CORP.
420 Lincoln Road, Suite 250
Miami Beach FL 33139

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Roger Rodriguez, Esq.
420 Lincoln Road, Suite 238
Miami Beach FL 33139

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Scott T. Mallick

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Roger Rodriguez FL Bar Member 841269
Roger Rodriguez, Esq., P.A.
420 Lincoln Road, Suite 238
Miami Beach FL 33139
305-538-1901 • Fax 305-538-9889

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Article V. Capital Stock

The Corporation shall have the authority to issue 5,000,000 shares of common stock, par value zero per share.

Article VI. Incorporator

The name and address of the incorporator is:

Roger Rodriguez
Roger Rodriguez, Esq., P.A.
420 Lincoln Road, Suite 238
Miami Beach FL 33139

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective March 18, 1997

The undersigned incorporator executed these Articles of Incorporation on March 20, 1997



ROGER RODRIGUEZ
by L.A. Uriarte as attorney-in-fact

Roger Rodriguez FL Bar Member 841269
Roger Rodriguez, Esq., P.A.
420 Lincoln Road, Suite 238
Miami Beach FL 33139
305-538-1901 • Fax 305-538-9889

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

ADVANCED PHYSICIAN CONSULTANTS, CORP.

REGISTERED AGENT/OFFICE:

**Roger Rodriguez, Esq.
420 Lincoln Road, Suite 238
Miami Beach FL 33139**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ROGER RODRIGUEZ, ESQ.

by L.A. Uriarte as attorney-in-fact

Date: 3/20/97

**Roger Rodriguez FL Bar Member 841269
Roger Rodriguez, Esq., P.A.
420 Lincoln Road, Suite 238
Miami Beach FL 33139
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