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March 25, 1997

Department Of State  
Division Of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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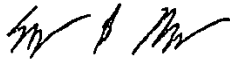
EFFECTIVE DATE  
3-24-97

Dear Sir/Madam:

Please accept the enclosed Articles of Incorporation for Medical Burnout, Inc.. Please contact me by phone or mail at the address listed herein if you need any further information.

Thank you for your time and considerations in the handling of this matter.

Sincerely,



Stephen E Roberts  
RCM Associates, Inc.  
Post Office Box 940843  
Maitland, FL 32794-0843  
407.246.0073

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 31 PM 1:49

WJW 4-1-97

EFFECTIVE DATE

3-24-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 31 PM 1:49

ARTICLES OF INCORPORATION  
FOR

MEDICAL BURNOUT, INC.

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida General Corporation Act, Hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

Medical Burnout, Inc.

The principal place of business of this corporation shall be:

210 S. Thornton Ave.

Orlando, FL 32801

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is 100 and these shares shall be shares of Common stock issued with a par value of one dollar (\$1.00) per share.

ARTICLE IV: COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence shall commence shall be the date of subscription and acknowledgment of these articles of incorporation.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI: OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold the office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

DIRECTOR: Thomas W. Lant  
210 S. Thornton Ave.  
Orlando, FL 32801

DIRECTOR: Steven P. Dziabis  
100 Detmar  
Winter Park, FL 32801

PRESIDENT/SECRETARY: Steven P. Dziabis  
100 Detmar  
Winter Park, FL 32789

VICE PRESIDENT/TREASURE: Thomas W. Lant  
210 S. Thornton Ave.  
Orlando, FL 32801

ARTICLE VII: INCORPORATOR(S)

The names(s) and Street address(es) of the Incorporator(s) to these articles of incorporation is(are):

Thomas W. Lant  
210 S. Thornton Ave.  
Orlando, FL 32801

Steven P. Dziabis  
100 Detmar  
Winter Park, FL 32789

ARTICLES OF INCORPORATION  
FOR  
MEDICAL BURNOUT, INC.

IN WITNESS WHEREOF, the undersigned incorporator(s) has executed these  
Articles of Incorporation this Tuesday, March 25, 1997.

Thomas W. Lant Thomas W. Lant FL  
LS30-83447461-0 12/21/00

Steven P. Dziabis Steven P. Dziabis  
FL DL # D212-795-41-047-0 Exp. 2/7/98

STATE OF FLORIDA, COUNT OF ORANGE THE  
FOREGOING instrument was acknowledged and sworn to before me Tuesday, March  
25, 1997, by Thomas W. Lant of Medical Burnout, Inc..

Maria Lola Ramos (Seal)  
Notary Public  
My Commission Expires: \_\_\_\_\_



CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.3255, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Medical Burnout, Inc.

2. The name and address of the registered agent and office is: .

Thomas W. Lant  
210 S. Thornton Ave.  
Orlando, FL 32801

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature of Registered Agent: Thomas W. Lant Date: 3/26/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 30 PM 1:49