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NAME: JUST & EQUAL MEDICAL TRANSCRIPTIONS, INC.

AUDIT NUMBER.....H97000008325

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION
OF

JUST & EQUAL MEDICAL TRANSCRIPTIONS, INC.

We the undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities - and liabilities of incorporation for profit and subject to the following provisions.

ARTICLE I

The name of the corporation shall be:
JUST & EQUAL MEDICAL TRANSCRIPTIONS, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized with the purpose to engage -
in the transaction of medical transcriptions etc. -----

and all other lawfull activities of business permitted under the laws of the State of Florida and of the United ---
States of America.

ARTICLE IV

The agregate maximum number of shares which this corpora--
tion shall have authority to issue and have outstanding at
anyone time is: 600 (Six Hundred) Shares at One Dollar
Value.

ARTICLE V

This corporation shall begin business with no less than --
Six Hundred Dollars (\$600.00).

ARTICLE VI

The post office address of the principal office of this --
corporation shall be: 2420 N.W. 9 Street, Miami, Florida
33125.

PREPARED BY:

JIMENEZ & ASSOCIATES, P.A.
454 N.W. 22ND AVENUE STE 209
MIAMI, FLORIDA 33125
TEL. 541-4714

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ARTICLE VII

The name and address of the initial Registered Office of --
this corporation in the State of Florida is:

Agapito Ayala
2420 N.W. 9 Street
Miami, Florida 33125

ARTICLE VIII

The business of the corporation shall be managed by a Board
of Directors. The number of Directors, no less than one, no
more than five and shall be fixed by resolution of the ----
stockholders at regular or special meetings, subject to the
manner of holding such meetings prescribed by the by-laws.

ARTICLE IX

The name and post office address of the members of the Board
of Directors who shall serve as members thereof, are as ----
follows:

NAME	OFFICE	ADDRESS
James Peter Ayala	President	2420 N.W. 9 Street Miami, Florida 33125
Delia Ruiz	Secretary	9271 N.W. 120 Terrace Hialeah, Florida 33018
Agapito Ayala	Treasurer	2420 N.W. 9 Street Miami, Florida 33125

ARTICLE X

Distribution to incorporators is as follows:

James Peter Ayala	200 Shares	\$ 200.00 Value
Delia Ruiz	200 Shares	\$ 200.00 Value
Agapito Ayala	200 Shares	\$ 200.00 Value

ARTICLE XI

Each stockholder before offering to sell or otherwise dispose
of the stock of this corporation, owned by him first offer --
such stock to the remaining stockholders of this corporation
and obtaining their refusal to purchase same, proceed to sell
at the fair market value thereof.

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ARTICLE XII

Amendments to the Articles of Incorporation, merger, consolidations or dissolution shall be approved and submitted to the stockholders for approval 100% of all votes will be necessary and thirty days notice shall be provided.

ARTICLE XIII

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of this Articles of Incorporation. Shall have all the general and additional powers now conferred upon it by the laws and the by-laws.

IN WITNESS THEREOF, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this 1st Day of May 1997.


James Peter Ayala-Incorporator


Delia Ruiz-Incorporator

STATE OF FLORIDA)


COUNTY OF DADE)

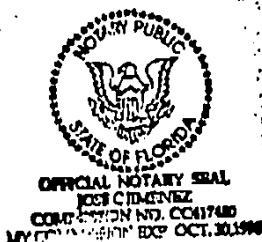

Agapito Ayala-Incorporator

Before me the undersigned authority duly authorized to administer oath and take acknowledgement, personally appeared ---
JAMES PETER AYALA, DELIA RUIZ AND AGAPITO AYALA -----

who after first being duly sworn, executed the foregoing ---
ARTICLES OF INCORPORATION, freely and voluntarily for the ---
purpose therein expressed.

IN WITNESS THEREOF I have hereunto set my hand and official seal at Miami, said County and State, this 1st Day of May, 1997.


NOTARY PUBLIC State of Florida at
large.



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT=REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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.

The name of the Corporation is:

JUST & EQUAL MEDICAL TRANSCRIPTIONS, INC.

The name and address of the Registered Agent and office is
Agapito Ayala, 2420 N.W. 9 Street, Miami, Florida 33125.


Corporate Officer

Title: PRESIDENT

Dated: May 1st, 1997.

Having been named to accept service of process for the above
stated corporation, at the place designated in this certifi-
cate, 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 ---
accept the duties and obligations of section 607.325., Flori-
da Statutes.


Agapito Ayala, Registered Agent,
accepting office.

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