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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: DWN HEALTH CARE CONSULTANTS, INC.

AUDIT NUMBER.....H97000008915

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

CERT. OF STATUS..0

PAGES..... 3

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 2, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: DWN HEALTH CARE CONSULTANTS, INC.
REF: W97000012746

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Kimberly Rolfe
Document Specialist

FAX Aud. #: H97000008915
Letter Number: 397A00029494

Articles of Incorporation
of
DWN HEALTH CARE CONSULTANTS, INC.

Article I. Name

The name of this Florida corporation is:
DWN HEALTH CARE CONSULTANTS, INC.

Article II. Address

The mailing address of the Corporation is:

DWN HEALTH CARE CONSULTANTS, INC.
11120 N. KENDALL DR., STE. 201
MIAMI, FL 33176

Article III. Capital Stock

The Corporation shall have the authority to issue 100 shares of
common stock, par value \$1.00 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

ROBERT P. RACHLIN
11120 N. KENDALL DR., STE. 201
MIAMI, FL 33176

Article V. Board of Directors

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 liability to the fullest extent
permitted by law. The name of each initial member of the Corporation's Board of
Directors are:

Debra Nichol - 11120 N. Kendall Dr., Ste. 201, Miami, FL 33176

Prepared by:

Rachlin & Associates, P.A., 11120 N. Kendall Dr., #201, Miami, FL 33176
CPA (305)270-2040

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Article VI.

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

Article VII. Incorporator

The name and address of the incorporator is:

DEBRA NICHOL
11120 N. KENDALL DR., STE. 201
MIAMI, FL 33176

Article VIII. Corporate Existence

The corporate existence of the Corporation shall be effective upon filing.

The authorized representative of the incorporator executed the Articles of Incorporation on April 30, 1997

Article IX. Purpose of Corporation

The function of the Corporation is: HEALTH CARE CONSULTING

By: X Debra W. Nichol
DEBRA NICHOL
President

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

**CORPORATION:
DWN HEALTH CARE CONSULTANTS, INC.**

**REGISTERED AGENT:
ROBERT P. RACHLIN
11120 N. KENDALL DR., STE. 201
MIAMI, FL 33178**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

By: *Robert P. Rachlin*
ROBERT P. RACHLIN

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