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): DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: CONSOLIDATED MEDICAL MANAGEMENT, INC.

AUDIT NUMBER.....H97000008671

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

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MESA, RODRIGUEZ & MACHADO, P.A.
ATTORNEYS AND COUNSELORS

THE 1000 BRICKELL BUILDING
1000 BRICKELL AVENUE, SUITE 600
MIAMI, FLORIDA 33131-3014

CARLOS M. MACHADO
MANUEL ARTHUR MESA
JUAN J. RODRIGUEZ

May 28, 1997

TELEPHONE (305) 377-1000
TELEFAX (305) 377-1000
E-MAIL: mrmats@worldnet.att.com

SENT VIA FAX: (305) 541-3770

Empire Corporate Kit
Miami, Florida

RE: Consolidated Medical Management, Inc.

Dear Sir/Madam:

With respect to the rejected filing for Consolidated Medical Management, Inc.,
W97000012358, please be advised that the principals of Consolidated Medical Management, Ltd.
(A95000000712) are one and the same for Consolidated Medical Management, Inc.

Thank you for your attention to this matter.

Sincerely yours,

MESA, RODRIGUEZ & MACHADO, P.A.



Juan J. Rodriguez

JJR/va

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION
OF
CONSOLIDATED MEDICAL MANAGEMENT, INC.

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97 JUN -2 PM 12:10
TALLAHASSEE, FLORIDA

ARTICLE I
Name of Corporation

The name of the corporation is CONSOLIDATED MEDICAL MANAGEMENT, INC.

ARTICLE II

Corporate Existence

This corporation is organized pursuant to Chapter 607 of the Florida Statutes, and shall have a perpetual existence.

ARTICLE III

Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and this State.

ARTICLE IV

Principal Place of Business

The principal place of business of this corporation shall be:

9305 W. Sample Road
Coral Springs, Florida 33065

Prepared by:
Juan J. Rodriguez, Esq.
1000 Brickell Avenue, Suite 660
Miami, Florida 33131
FBN: 613843
(305) 371-1000

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ARTICLE V

Registered Office

The initial street address of the registered office of the corporation is:

1000 Brickell Avenue, Suite 660
Miami, Florida 33131-3014

The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

Registered Agent

The initial registered agent of the corporation for purposes of accepting service of process pursuant to Chapter 607 and Section 48.091, Florida Statutes, shall be:

Juan J. Rodriguez, Esq.
MESA, RODRIGUEZ & MACHADO, P.A.
The 1000 Brickell Building
1000 Brickell Avenue, Suite 660
Miami, Florida 33131-3014

ARTICLE VII

Directors

The business of this Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1), and not more than nine (9) directors, as shall from time to time be designated in the By-Laws of this Corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

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The name and address of the initial directors are:

Shawn P. Sabga
9305 W. Sample Road
Coral Springs, Florida 33065

Scott Lockwood
9305 W. Sample Road
Coral Springs, Florida 33065

ARTICLE VIII

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share owned.

ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

Juan J. Rodriguez, Esq.
1000 Brickell Avenue, Suite 660
Miami, Florida 33131-3014

ARTICLE X

By-Laws

The By-Laws of this Corporation may be created, amended, or changed by either the Shareholders or the Board of Directors, at any regular or duly scheduled special meeting.

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ARTICLE XI

Officers

This Corporation shall have, in addition to a President, Vice-President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By-Laws. All officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be described by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE XII

Director's Liability and Rights

No contract, act or transaction of this corporation with any persons, firms or other corporation in the absence of fraud or wrong-doing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person, persons, firm, or corporation, and each and every person, who may become a director of this corporation is hereby relieved from liability that might otherwise exist from thus contacting with this corporation for the benefit of himself or of any other firm, association, or corporation in which he may otherwise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

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ARTICLE XIII

Amendment

These Articles of Incorporation may be amended, changed, altered or repealed only by the stockholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 21st day of May, 1997.

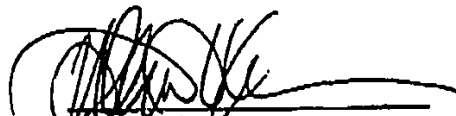

Juan J. Rodriguez, Esq.

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared JUAN I. RODRIGUEZ, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed same for the use and purpose therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 21st day of May, 1997.


Notary Public
State of Florida at Large



My Commission Expires

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