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TAMPA, FLORIDA 33602
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July 2, 1997

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: MDM MedSearch, Inc.

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-07/07/97--01147--010

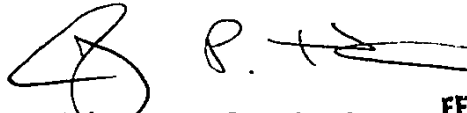
*****70.00 *****70.00

Dear Reader:

Enclosed for filing are the Articles of Incorporation of the above-referenced Corporation, along with our check made payable to the Secretary of State in the amount of \$70.00, representing the fee for filing of the Articles and registration of registered agent. Please acknowledge filing of the enclosed original by date stamping the enclosed photocopy of the Articles of Incorporation and returning them to this office.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



John P. Holsonback

EFFECTIVE DATE
7-2-97

JPH/pls
Enclosures
cc: Ms. Maribeth D. Morrissey

... \MDM\SECSTATE.701

JUL 8

BSB

TALLAHASSEE, FLORIDA
97 JUL -7 11:44
FBI

ARTICLES OF INCORPORATION
OF
MDM MEDSEARCH, INC.

FILED

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STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

EFFECTIVE DATE
7-2-97

The name of the corporation is: **MDM MedSearch, Inc.**

ARTICLE II
DURATION

The corporation shall exist in perpetuity.

ARTICLE III
PURPOSE

The purposes for which the corporation has been formed are any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value stock which shall be designated "Common Shares."

ARTICLE V
RIGHT OF SHARES OF CAPITAL STOCK

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting of shares or allowance of preemptive rights.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and Registered Office of the corporation is: **John P. Holsonback, Esquire, 100 North Tampa Street, Suite 2650, Tampa, Florida 33602.**

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall not have less than one Director and not more than ten Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The name and address of the initial Director is:

<u>NAME</u>	<u>ADDRESS</u>
Maribeth D. Morrissey	41 Bahama Circle Tampa, Florida 33606

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
John P. Holsonback	100 North Tampa Street Suite 2650 Tampa, Florida 33602

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI
COMMENCEMENT OF CORPORATE EXISTENCE

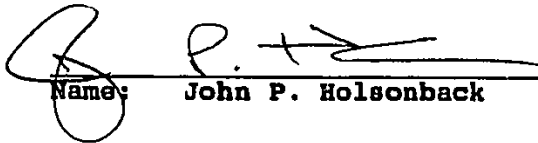
Corporate existence shall be deemed to commence on the date of subscription and filing of these Articles of Incorporation; however, in the event these Articles are not filed with the Secretary of State within five (5) days of execution and acknowledgment, the effective date shall be the date these Articles are filed with the Secretary of State.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be altered or amended by resolution, adopted by the Board of Directors and presented to and

approved by the holders of a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of July, 1997.

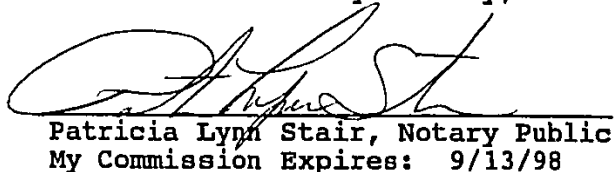

Name: John P. Holsonback

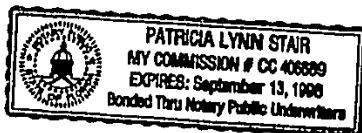
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared John P. Holsonback, known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that the same was freely and voluntarily executed for the purposes therein expressed.

WITNESS my hand and official seal this 2nd day of July, 1997.

Notary Seal


Patricia Lynn Stair, Notary Public
My Commission Expires: 9/13/98



**CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

97 JUL -7 AM 11:44

TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That MDM MedSearch, Inc., a Florida corporation, with its principal office as indicated in the Articles of Incorporation, at 41 Bahama Circle, Tampa, Florida 33606, has named John P. Holsonback, Esquire, its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.

By: 

John P. Holsonback, Registered Agent