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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PROFESSIONAL HEALTHCARE CONSULTING, INC.

AUDIT NUMBER.....H97000011326

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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JUL 10 1997

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(5)

ARTICLES OF INCORPORATION  
OF

PROFESSIONAL HEALTHCARE CONSULTING, INC.

Article I - Name

The name of the corporation is: Professional Healthcare Consulting, Inc.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 500 shares of common stock at \$1.00 par value.

Article V - Principal Office and Agent

The street address of the corporation's initial principal office and the name of the initial registered agent at such address are as follows:

Liliana P. Montoya  
106 Queens Lane  
Royal Palm Beach, FL 33441-1576

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1).

Liliana P. Montoya  
106 Queens Lane  
Royal Palm Beach, FL 33411-1576

SK PETERSON  
SILER & YAFFE, C.P.A.  
2419 HOLLYWOOD BLVD.  
HOLLYWOOD, FL 33020  
(404) 682-8882

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Pursuant to Chapter 607.34 Florida Statutes, the following is submitted:

First-That PROFESSIONAL HEALTHCARE CONSULTING, INC. desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the articles of incorporation at the city of ROYAL PALM BEACH, County of PALM BEACH, State of FLORIDA, has named LILIANA P. MONTOYA located at 106 QUEENS LANE, ROYAL PALM BEACH, FL 33411-1576 as 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. I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

By Liliana P. Montoya  
LILIANA P. MONTOYA

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Article VII - Incorporator

The name and address of the person signing these articles is:

Liliana P. Montoya  
106 Queens Lane  
Royal Palm Beach, FL 33411-1576

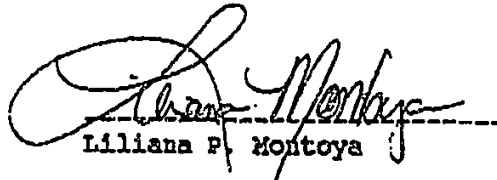
Article VIII - Indemnification

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

Article IX - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned subscriber has executed these articles of incorporation on this 10th day of July, 1997.

  
Liliana P. Montoya

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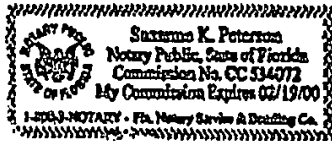
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STATE OF: FLORIDA )  
COUNTY OF: BROWARD )

BEFORE ME, a notary public authorized to take acknowledgements in the State and County met forth above personally appeared Lilitana P. Montoya known to me and known by me to be the person who has executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county last aforesaid this 10th day of July, 1997.

My Commission Expires:



*Suzanne K. Peterson*  
Notary Public  
State of Florida at Large

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