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JOHN C. PATTERSON, JR.

ATTORNEY AT LAW

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SARASOTA, FLORIDA 34230

TELEPHONE
(941) 955-0805

August 25, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/27/97--01019--001

***131.25 ***131.25

Re: EMS Quality Communications, Inc.

Gentlemen:

I am enclosing Articles of Incorporation, in duplicate, certificate designating registered agent and my client's check payable to the order of the Department of State representing payment of the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Designation of Registered Agent Fee	\$35.00
Certificate of Incorporation	\$8.75

Total: \$131.25

Please return the duplicate copy of the Articles of Incorporation with attached Certificate of Incorporation directly to me.

Very Truly Yours,

John C. Patterson, Jr.

John C. Patterson, Jr.

Enclosures
JCP/kmh

AUG 28

BSB

FILED
97 AUG 27 AM 9:25
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

8-25-97

FILED

97 AUG 27 AM 9:25

STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EMS QUALITY COMMUNICATIONS, INC.

EFFECTIVE DATE
8-25-97

The undersigned, Brett A. Patterson, for the purpose of forming a corporation pursuant to the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of the corporation is EMS Quality Communications, Inc.

ARTICLE II.

The street address of the initial principal office of this corporation is Ringling Professional Center, 2831 Ringling Boulevard, Unit 209C, Sarasota, Florida 34237.

ARTICLE III.

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE IV.

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he or she already holds shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to them.

ARTICLE V.

The street address of the initial registered office of the corporation is Ringling Professional Center, 2831 Ringling Boulevard, Unit 209C, Sarasota, Florida 34237. The name of the initial resident agent of the corporation at that address is John C. Patterson, Jr., Attorney at Law.

ARTICLE VI.

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

Brett A. Patterson, 15484 Bedford Circle West, Clearwater,
Florida 33764

ARTICLE VII.

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three. The names and addresses of the initial directors of the corporation are:

Brett A. Patterson, 15484 Bedford Circle West, Clearwater,
Florida 33764

David Harrawood, 3044 Sugarbear Trail, Palm Harbor, Florida
34684

John C. Patterson, Jr., 1160 Center Place, Sarasota, Florida
34236

ARTICLE VIII.

The general purposes for which the corporation is organized are:

1. To provide consulting services regarding quality improvement philosophy, principles and practices as related to emergency medical services; to design, develop, conduct and publish emergency medical services related research; to design, develop and instruct quality improvement and emergency medical services related curricula; to conduct emergency medical services related quality improvement audits and research and provide related information and consultation.

2. To take, acquire, buy, hold, own, maintain, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real property including homes, condominiums, apartment houses, motels, hotels, office buildings, public building and the operation thereof and the leasing of the same, both furnished and unfurnished and all other kinds of property of whatsoever nature whether real, personal or mixed or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon real and personal property of every kind and nature whatsoever; and to act as broker or agent for the purchase, sale, leasing and management of real estate.

3. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

4. To do such things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IX.

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any claim, pending or completed action, suit or proceeding whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses including reasonable attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation and with respect to any criminal action or proceeding if he or she had no reasonable cause to believe his or her conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that, the court in which such action or suit was brought determined, on application,

that despite the adjudication of liability such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors subject to the approval of a majority of stockholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit or proceeding on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it is ultimately determined that he or she is entitled to be indemnified by the corporation as authorized in this section.

The corporation shall also indemnify any director, officer, employee or agent who has been successful on the merits or otherwise in defense of any action, suit or proceeding or in defense of any claim, issue or matter therein against all expenses including attorneys' fees actually and reasonably incurred by him or her in connection therewith without the necessity of an

independent determination that such director, officer, employee or agent met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

In addition to the indemnification provided for herein, the corporation shall have the power to make any other or further indemnification except an indemnification against gross negligence or willful misconduct under any resolution or agreement duly adopted by a majority of disinterested directors or duly authorized by a majority of stockholders.

If any expenses or other amounts are paid by way of indemnification otherwise than by court order or action by the stockholders the corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three months after the date of such payment and, in any event, within fifteen months from the date of such payment deliver by mail to each stockholder of record at the time entitled to vote for the election of directors a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE X.

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his status as such whether or not the corporation would have the authority to indemnify him or her against such liability under the provisions of these articles or under law.

ARTICLE XI.

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his, her or their votes are counted for such purpose, if

(a) the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the

votes or consents of such interested directors; or

(b) the fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the stockholders.

ARTICLE XII.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII.

The date of commencement of corporate existence shall be August 25, 1997 which is the date of subscription and acknowledgment of these Articles of Incorporation.

In witness whereof, the undersigned subscriber has executed these Articles of Incorporation at 10:50 AM on the 25 day of August, 1997.


Brett A. Patterson

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared Brett A. Patterson, to me well known to be the person described in and or producing a valid Florida drivers license as proof of person described in and who subscribed the above and foregoing Articles of Incorporation and he freely and voluntarily acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

In witness whereof, I have hereunto set my hand and affixed my official seal at said County and State this 25TH day of August, 1997.

Barbara Huddleston
Notary Public

BARBARA HUDDLESTON
Print Name

My commission expires:



BARBARA HUDDLESTON
MY COMMISSION # CC449901 EXPIRES
April 2, 1999
DONDED TRU TRU FAIN INSURANCE, INC.

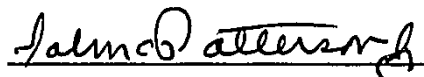
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

EMS QUALITY COMMUNICATIONS, INC. desiring to organize or
qualify under the laws of the State of Florida with its principal
place of business at the City of Sarasota, State of Florida has
named John C. Patterson, Jr. whose address is Ringling Professional
Center, 2831 Ringling Boulevard, Unit 209C, Sarasota, Florida 34237
as its agent to accept service of process within Florida.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above
stated corporation at the place designated in this certificate I
am familiar with and accept the obligations of the position of
registered agent pursuant to Section 607.0501, Florida Statutes.

Dated at Sarasota, Florida this 25 day of August 1997.



JOHN C. PATTERSON, JR.

Registered Agent