

MARSHA G. MADORSKY
ATTORNEYS AT LAW

P97000080059

September 8, 1997

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

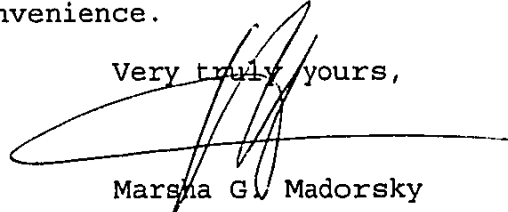
Re: DISEASE MANAGEMENT SYSTEMS, INC.

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Incorporation for the above. A check in the amount of \$122.50 is also enclosed to cover the fee for filing same.

Please file these corporate papers and return a certified copy of same to the undersigned. I have enclosed a self addressed stamped envelope for your convenience.

Very truly yours,



Marsha G. Madorsky

Enclosure
MGM/nb

400002291734--4
-03/12/97--01066--022
****122.50 ****122.50

FILED
97 SEP 12 11:14
TALLAHASSEE, FLORIDA

Handwritten initials and date: JMD 9/11/97

ARTICLES OF INCORPORATION
OF
DISEASE MANAGEMENT SYSTEMS, INC.

FILED
97 SEP 12 AM 11:14
SECRET
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **DISEASE MANAGEMENT SYSTEMS, INC.**

The address of the principal office of this corporation shall be c/o MARSHA G. MADORSKY, ESQ., 2665 South Bayshore Drive, Miami, Florida 33133 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2665 South Bayshore Drive, Suite 603, Miami,

Florida, and the name of the initial registered agent of the corporation at that address is MARSHA G. MADORSKY, ESQ.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have One (1) officer and One (1) director, initially. The names and addresses of the initial officers and directors who shall hold office for the first year of the corporation, or until additional officers and/or directors are elected or appointed are:

JEFFREY ROTHSTEIN
2000 S. Bayshore Drive, #41
Miami, Florida 33133

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: **DISEASE MANAGEMENT SYSTEMS, INC.**

JEFFREY ROTHSTEIN
2000 S. Bayshore Drive, #41
Miami, Florida 33133

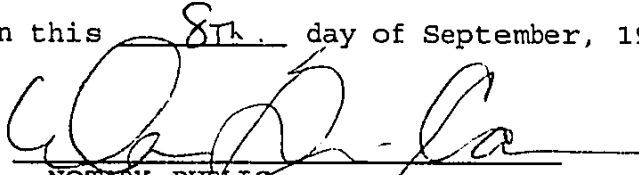
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of September, 1997.



JEFFREY ROTHSTEIN


STATE OF FLORIDA)
COUNTY OF Dade)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JEFFREY ROTHSTEIN, who is known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and who did take an oath and acknowledged that he executed these Articles of Incorporation this 8th day of September, 1997.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission expires: Nanette Bonilla-Caraballo
Printed Name of Notary

 Nanette Bonilla-Caraballo
My Commission CC650203
Expires June 29, 2001


CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida

1. The name of the corporation is: **DISEASE MANAGEMENT SYSTEMS, INC.**

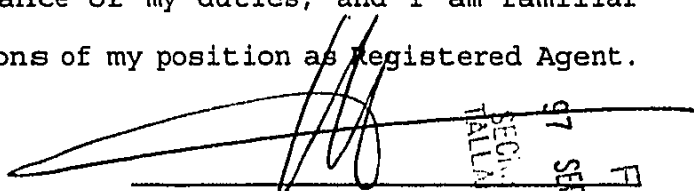
2. The name and address of the registered agent and office is:

MARSHA G. MADORSKY, ESQ.
2665 South Bayshore Drive, Suite 603
Miami, Florida 33133



JEFFREY ROTHSTEIN, INCORPORATOR
DATE: September 8th, 1997

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



REGISTERED AGENT
DATED: September 8th, 1997

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TALLAHASSEE
SECTION 607.0501