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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

Gail Marshall, ARNP, INC., Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles.

This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I.

Name. The name of the corporation is:

Gail Marshall, ARNP, Inc.

ARTICLE II.

Term of Existence. This corporation shall have perpetual existence.

ARTICLE III.

Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United State and of this State.

ARTICLE IV.

Capital Stock. This corporation is authorized to issue 1,000 shares with \$1.00 par value.

ARTICLE V

Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purpose shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE VI.

Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the rights to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII.

Initial Register Office and Agent. The street address of initial registered office of this corporation is:

3399 Ponce De Leon Blvd Suite # 201

Coral Gables, FL 33134

The name of the initial registered agent of this corporation at that address is:

Gail Marshall.

#### ARTICLE VIII.

Initial Board of Directors. The corporation shall have 3 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation is:

Gail Marshall  
Gerry Marshall

3399 Ponce De Leon Blvd # 201  
3399 Ponce De Leon Blvd # 201

Coral Gables, Fl 33134

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ARTICLE IX.

Officers. The initial officers of the corporation will be:

<u>Gail Marshall</u>	<u>President</u>
<u>Gerry Marshall</u>	<u>Secretary</u>
_____	_____

ARTICLE X.

Incorporator. The person signing these Articles of Incorporation has the following name and address:

<u>Gail Marshall</u>	<u>3399 Ponce De Leon Blvd # 201</u>
	<u>Coral Gables, FL 33134</u>

ARTICLE XI.

By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII.

Amendment. The 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.

ARTICLE XIII.


The Street address of the Principal place of business is:

3399 Ponce De Leon Blvd # 201

Coral Gables, FL 33134

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IN WITNESS WHEREOF, the undersigned subscriber has executed  
these Articles of Incorporation this 15th day of September,  
1997.

 MARK FERNANDES  
COMMISSION # CC 631079  
EXPIRES MAY 5, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC. (SEAL)

STATE OF FLORIDA

COUNTY OF DADE

I GAIL MARSHALL ACCEPT THE APPOINTMENT AS REGGISTERED AGENT.

BEFORE ME, the undersigned authority, personally appeared  
X Gail Marshall, known to be and known by me to be the  
person who executed the foregoing Articles of Incorporation and he  
acknowledged before me that he executed the same for the use and  
purposes therein expressed.

WITNESS my hand and official seal this 15th day of  
September, 1997.

Mark Fernandes  
Notary Public

My Commission Expires: 5/5/2001