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NAME: HEALTHCARE CONSULTANTS, INC.

AUDIT NUMBER.....H97000018028

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

CERT. OF STATUS..0

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Secretary of State

October 30, 1997

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ARTICLES OF INCORPORATION

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OF

HEALTHCARE CONSULTANTS, INC.

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the Corporation is **HEALTHCARE CONSULTANTS, INC.** (the "Corporation").

SECOND: The street address of the initial principal office and mailing address of the Corporation is 3275 West Hillsboro Boulevard, Suite 207, Deerfield Beach, Florida 33442.

THIRD: The Corporation is authorized to issue Common Stock and Preferred Stock, as follows:

a. The Corporation is authorized to issue One Hundred Million (100,000,000) shares of Common Stock having a par value of One One Cent (\$.01) per share; and

b. The Corporation is authorized to issue Ten Million (10,000,000) shares of Preferred Stock having a par value of One Cent (\$.01) per share. The Board of Directors of the Corporation is authorized to amend these Articles of Incorporation to determine the series, rights, preferences and limitations and other matters relating to the Preferred Stock. Whenever the Board of Directors acts under the preceding sentence, it shall adopt a resolution setting forth its actions and stating the relative rights, preferences and limitations of the Preferred Stock, and shall execute and file in the office of the Secretary of State Articles of Amendment to the Articles of Incorporation, as provided by law, with respect to such actions. Without limiting the foregoing, the

PREPARED BY:
Kathleen L. Demach
Florida Bar Number 0571891
Broad and Canal
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131
(305) 375-9400

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Board of Directors is expressly authorized to so fix and determine the following characteristics of the Preferred Stock:

(1) The rate and times in which dividends on Preferred Stock shall be paid, and whether such dividends shall be cumulative or non-cumulative;

(2) The right or rights, if any, of the holders of shares of Preferred Stock to receive dividends payable on a parity with or in preference to the dividends payable on shares of any other class or series;

(3) The preferential rights of the holders of shares of Preferred Stock upon the liquidation of, or upon any distribution of the assets of, the Corporation;

(4) The terms, if any, upon which the holders of the shares of Preferred Stock may convert such shares into shares of any class or classes of any series;

(5) The terms and conditions, if any, on which shares of Preferred Stock may be redeemed, including the redemption price or prices and the period or periods of such redemption;

(6) The terms or amount of any sinking fund for the purchase or redemption of shares of Preferred Stock;

(7) Voting rights, if any, of the shares of Preferred Stock; and

(8) Any other rights and preferences of such shares, to the full extent now or hereafter permitted by the laws of the state of Florida.

FOURTH: The street address of the initial registered office of the Corporation is: 3275 West Hillsboro Boulevard, Suite 207, Deerfield Beach, Florida 33442 and the registered agent at that address is: Alan I. Miller.

FIFTH: The name and address of the incorporator of the Corporation is: Kathleen L. Deutsch, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

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SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is:

Alan I. Miller
3275 West Hillsboro Boulevard
Suite 207
Deerfield Beach, Florida 33442.

EIGHTH: The corporate existence of the Corporation shall commence on October 30, 1997.

NINTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of October, 1997.



Kathleen L. Deutsch, Incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Alan I. Miller

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