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DRAKEFORD
DRAKEFORD
ACCOUNTANTS
A PROFESSIONAL ASSOCIATION

Reply to:

Tampa, Fl

November 13, 1997

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-12/01/97--01151--011
****122.50 ****122.50

Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

Re: International Medical Council Corp.

Dear Sir/Madam:

Enclosed herein is original and copy of Articles of Incorporation, together with original and copy of Registered Agent Form, regarding the above referenced corporation for filing.

Also enclosed herein is a check in the amount of \$122.50 to cover filing fees.

After filing, please forward Certificate of Incorporation to the undersigned at the address shown below.

Sincerely,

Robert L. Singer
Robert L. Singer
Associate

enc.

FILED
97 DEC -1 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Respond to:
P.O. Box 22023
Tampa, Fl 33622-2023
(813) 248-3001
Fax: (813) 247-4115

P.O. Box 987
Arlington, MA 22216-0987
(703) 527-2299
Fax: (540) 775-7303

P.O. Box 4534
Wancaster, GA 03530-4534
(803) 946-4142
Fax: (805) 946-8403

nc 12/2/97

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ARTICLES OF INCORPORATION 97 DEC -1 PM 12: 38
OF
INTERNATIONAL MEDICAL COUNCIL CORP. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation hereby adopt the following Articles of Incorporation.

ARTICLE ONE
NAME

The name of the Corporation is International Medical Council Corp., 2212 E 4th Avenue, Tampa, FL 33605.

ARTICLE TWO
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE
PURPOSE

The corporation will transact any and all lawful business to include, but not restricted to, medical consulting.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 100 all of which shall be common shares with a par value of \$1.00.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued shares of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued shares.

ARTICLE SIX
INITIAL REGISTERED OFFICE and AGENT

The street address of the initial registered office of the Corporation is 2212 E. 4th Avenue, Tampa, FL 33605 and the name of the initial registered agent at such address is Drakeford & Drakeford, P.A.

ARTICLE SEVEN
DIRECTORS/OFFICERS

The name and address of the President of the Corporation is:

Barbara Appel

2212 E. 4th Avenue
Tampa, FL 33605

ARTICLE EIGHT
INCORPORATORS

The name and address of the incorporator is:

Name

Address

Walter H.C. Drakeford

2212 E. 4th Avenue
Tampa, FL 33605

IN WITNESS WHEREOF, I have subscribed my name on this 12th day
of November, 1997.



Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On this 12TH day of November, 1997 before me, the
undersigned officer, personally appeared Walter H.C. Drakeford,
known to me, to be the person whose name is subscribed to the
within instrument, and acknowledged that he executed the same for
the purpose there contained.

IN WITNESS WHEREOF, I hereunto set my hand and official
seal.



Notary State of Florida



MICHAEL M. SAWAH
COMMISSION # CC 473935
EXPIRES JUN 19, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

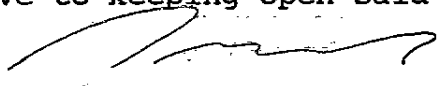
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said act.

First that International Medical Council Corp., desiring to
organize under the laws of the State of Florida, with its
principal office as indicated in the Articles of Incorporation in
the County of Hillsborough, State of Florida, has named Drakeford
& Drakeford, P.A., 2212 East 4th Avenue, Tampa, Florida 33605,
Mailing Address: P.O. Box 22023, Tampa, Florida 33622-2023, as
its agent to accept service of process within this state.

ACKNOWLEDGEMENT AND ACCEPTANCE;

Having been named to accept service of process for the
above named Corporation, at 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.



Drakeford & Drakeford, P.A.
Walter H.C. Drakeford
Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA