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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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NAME: USA HEALTH MANAGEMENT, INC.

AUDIT NUMBER.....H97000021066

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

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION
OF
USA HEALTH MANAGEMENT, INC

FILED
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is USA HEALTH MANAGEMENT, INC.. The principal address of the corporation is: 3501-05 N. Federal Highway, Pompano Beach, FL 33064.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose for which the corporation is organized is the transaction of any and/or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1000) Shares of stock at One Dollar (1.00) par value.

ARTICLE V

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1000.00 consisting of money, labor done or property actually received.

ARTICLE VI

The street address of its initial registered office is 3325 NE 39th Street, Fort Lauderdale, FL 33308. The name of its initial registered agent at such address is Joseph Smith.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


JOSEPH SMITH

Joel E. Greenberg, Esq./ Joel E. Greenberg, P.A.
2806 N. University Drive, Sunrise, FL 33322
Fla Bar No. 983070 (954) 749-0055

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ARTICLE VII

The number of directors constituting the initial board of directors is one (1). The name and address of the person or persons who are to serve as director(s) until the first annual meeting of the shareholders or until their successor(s) is/are elected and qualified are:

NAME	MAILING ADDRESS
Joseph Smith	3325 NE 39th Street Fort Lauderdale, FL 33308

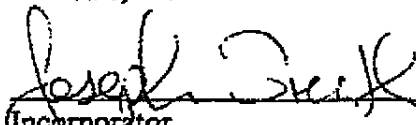
ARTICLE VIII

The Board of Directors is empowered to make, alter, or repeal the By-laws of the corporation without restriction of their powers conferred by statute.

ARTICLE IX

The name and address of each incorporator is:

NAME	MAILING ADDRESS
Joseph Smith	3325 NE 39th Street Fort Lauderdale, FL


Incorporator

ARTICLE X

The powers of the incorporator(s) cease upon the filing of the Articles of Incorporation.

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