

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305) 552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

500002655465--4

-10/05/98--01067--003

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. EG INVESTMENTS GROUP, INC.

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)



Walk in



Pick up time

2:00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

98 OCT 15 PM 2:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLE OF INCORPORATION

OF

FG INVESTMENTS ENTERPRISES, INC.

The undersigned being of legal age and a natural person, do hereby subscribe to, acknowledge, and file the following Articles of Incorporation for the purpose of creating a Corporation under the Laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be:

FG INVESTMENTS ENTERPRISES, INC.

ARTICLE II

The purpose of this Corporation is:

1. To do and transact any and all business as permitted under the law of the State of Florida and the United States of America.
2. Management and Consulting Services to the Health Care Industry and to engage in such other activities as are incidental to or connected with the operation of such business.
3. To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, sub-lease, possess, maintain, handle or consignment, own, hold of investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, quarante, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deal in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible, or intangible, wherever situated and wherever held, including, but not limited to, money, credits, chases in action, securities, stocks, bonds, warranty scripts, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, including, but not limited to mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchise,

FILED
98 OCT -5 PM 2:4
SECRETARY OF STATE
TALLAHASSEE FLORIDA

subsidies, charters, concessions, grants, rights, powers, privileges, granted or conferred by any government or subdivision of agency thereof, and any interest in or part of any of the foregoing and to exercise in respect thereof all of the rights, powers, privilege thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

4. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

5. To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation and to guarantee contracts and other obligations.

6. To let concessions to others to do any of the things that this corporation is empowered to do and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

7. To carry out on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to do all things specified in the Florida Statute, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be literally construed in aid of the powers of this corporation and the powers and purposes stated in each clause shall, except where otherwise stated, be nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE III

The Corporation is authorized to issue 500 shares of common stocks with a par value of \$1.00 a share.

All of said stock shall be parable in cash, property, real or personal, labor or services in lieu of cash at a just valuation to be fixed by the Board of Directors of this Corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which already holds, every stockholder of this Corporation shall have the pre-emptive right to purchase his pro-share thereof at a price at which it is offered to others, whether or not in excess of part.

Fractional shares need not be issued on account of these provisions.

ARTICLE IV

This Corporation shall commence its existence immediately upon filling of these Articles of Incorporation and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V

The initial Registered Office of this Corporation and the Corporation's mailing address shall be at: 16800 South Dixie Hwy., 2nd Floor, Miami, FL. 33157 and the Registered Agent at this address is Guillermo Torres

ARTICLE VI

The name and post office address of the member of the First Board of Directors is:

Guillermo Torres 16800 South Dixie Hwy., 2nd Floor, Miami, FL. 33157

ARTICLE VIII

The name and address of the Incorporator is:

Guillermo Torres 16800 South Dixie Hwy., 2nd Floor, Miami, FL. 33157

ARTICLE VIII

These Articles of Incorporation may be amended in any or as many respects as may be desire, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitle to vote thereon.

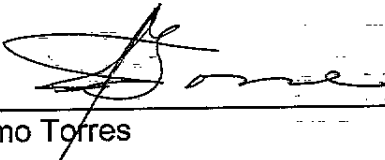
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In pursuant to Chapter 48.91 Florida Statutes, the following is submitted,
in compliance with said Act:

First that FG Investments Group, Inc. desiring to organize under the laws
of the State of Florida, with its principal office, as indicated in the Articles of
Incorporation, at the City of Miami, County of Dade, State of Florida, has named:
Guillermo Torres, located at 16800 South Dixie Hwy, 2nd Floor, Miami, FL. 33157
County of Dade, State of Florida as its agent to accept services of process with
the State.

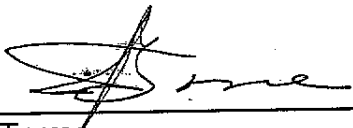
ACKNOWLEDGMENT

Having been named to accept service of process for the above stated
Corporation at place designated in this certificate, I hereby accept to act in this
capacity, and agree to comply with the provision of said Act relative to keeping
open said office.

By: 
Guillermo Torres

Restate Articles of Incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 1st day of September of 1998.



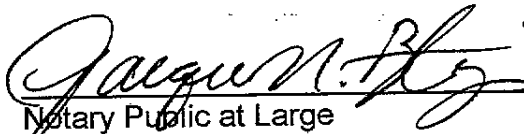
Guillermo Torres

STATE OF FLORIDA
SS
COUNTY OF DADE

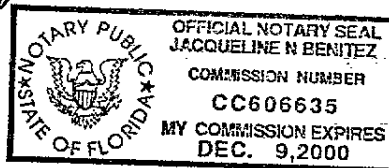
I hereby certify that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared Guillermo Torres to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledge before me that she subscribe to these Articles of Incorporation.

IN WITNESS WHEREOF, I set my hand and official seal in the County and State named above this 1st day of September, 1998.

My Commission expires:



Notary Public at Large



98 OCT -5 PM 2:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED