

P9800009/298

FIELDSTONE LESTER SHEAR & DENBERG

FIRST UNION FINANCIAL CENTER
SUITE 2100

200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

TELEPHONE (305) 982-1555

FACSIMILE (305) 982-1550

E-MAIL: fls@fl-s.com

RONALD FIELDSTONE, P.A.
PAUL A. LESTER, P.A.
DAVID SHEAR, P.A.
MICHAEL B. DENBERG, P.A.

KENNETH R. DREYFUSS

OF COUNSEL
ROBERT E. DADY, P.A.

AVENTURA OFFICE
TURNBERRY PLAZA
SUITE 802

2875 NE 191ST STREET
AVENTURA, FLORIDA 33180
TELEPHONE: (305) 705-0941
FACSIMILE: (305) 705-0942

October 21, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002671926--4
-10/26/98--01032--019
****122.50 *****78.75

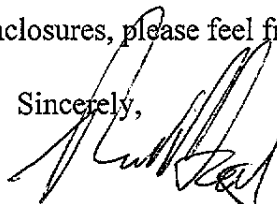
RE: RFC Consultants, Inc.

Gentlemen:

Enclosed you will find original and one copy of the Articles of Incorporation of RFC Consultants, Inc. Also enclosed is our check in the amount of \$122.50, representing your filing fees.

If you have any questions concerning the enclosures, please feel free to contact our office.

Sincerely,



Ronald R. Fieldstone

RRF\cs

Encl.

H:\LIBRARY\Staff\CARY\Letters\ss art.wpd
10/21/98-12:4PM

11:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 26 PM 12:24

B. BROCK OCT 27 1998

ARTICLES OF INCORPORATION
OF
RFC CONSULTANTS, INC.

ARTICLE I - NAME

The name of this corporation is RFC CONSULTANTS, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE IV - 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 right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

14641 S.W. 67th Avenue
Miami, Florida 33158

and the name and address of the initial registered agent of this corporation is:

Name	Address
Robert F. Cullen, Jr., M.D.	14641 S.W. 67 th Avenue Miami, Florida 33158

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Robert F. Cullen, Jr., M.D.	14641 S.W. 67 th Avenue Miami, Florida 33158

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name	Address
Robert F. Cullen, Jr., M.D.	14641 S.W. 67 th Avenue Miami, Florida 33158

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

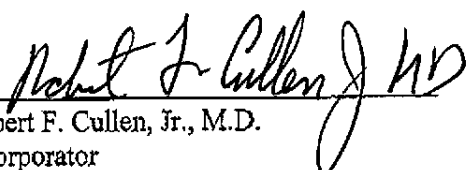
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of OCTOBER, 1998.


Robert F. Cullen, Jr., M.D.
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

RFC CONSULTANTS, INC.

2. The name and address of the registered agent and office is:

Robert F. Cullen, Jr., M.D.
14641 S.W. 67th Avenue
Miami, Florida 33158


Robert F. Cullen, Jr., M.D.

Title: Incorporator

Date: OCTOBER 7, 1998.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Robert F. Cullen, Jr., M.D.

Date: OCTOBER 7, 1998.