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Boca Reflections - Suite 460
900 North Federal Highway
Boca Raton, Florida 33432
Telephone 561 / 393-3913
FAX 561 / 394-0571

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*****78.00 *****78.00

November 12, 1998

Secretary of State
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

RE: PROFESSIONAL HEALTH AUDITORS, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-referenced company, together with our check in the amount of \$78.00 representing the fees for filing, a certificate of incorporation, a certified copy and the registered agent fee.

Please effect immediate incorporation and forward the Charter together with a certified copy of the Articles of Incorporation to this office.

Very truly yours,

LARRY A. ROTHENBERG, P.A.

LARRY A. ROTHENBERG

LAR:lbb

Enclosures (as stated)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
11-20-98

ARTICLES OF INCORPORATION
OF
PROFESSIONAL HEALTH AUDITORS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of the Corporation is: Professional Health Auditors, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

(1) The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

(2) The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the Incorporators, or by the Directors at a meeting called for such purpose, or at the organization meeting.

(3) Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the Directors of the

company. Stock in other corporations or ongoing businesses may be purchased by the Corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these Articles.

ARTICLE V. PRINCIPAL ADDRESS.

The principal address of the Corporation shall be:

10166 Crosswind Road
Boca Raton, Florida 33498.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

LARRY A. ROTHENBERG, P.A.
900 NORTH FEDERAL HIGHWAY, SUITE 460
BOCA RATON, FLORIDA 33432

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have two(2) Directors initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS.

The names of the initial Directors of this Corporation and their street addresses are:

DEBRA STERN
10166 Crosswind Road
Boca Raton, Florida 33498

HELEN COHEN
10166 Crosswind Road
Boca Raton, Florida 33498

The persons named as initial Directors shall hold office for the first year existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

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

LARRY A. ROTHENBERG
900 NORTH FEDERAL HIGHWAY
SUITE 460
BOCA RATON, FLORIDA 33432

ARTICLE X. INDEMNIFICATION.

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE XI. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the

Board of Directors, proposed by them to the Stockholders' meeting by at least a majority of the Stockholders entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII.

The Stockholders of this Corporation may divide themselves into groups for the purpose of obtaining unit control in the Corporation; and when any agreement is made between Stockholders owning at least eighty percent (80%) of the stock then outstanding in the corporation, such agreement shall be binding upon the Corporation and shall be recognized by the Directors and shall be observed by the Officers and Agents of the Corporation; and particularly, the Stockholders are authorized to include in such agreement entered into between themselves provisions which will confer upon individual groups the power to elect certain numbers of Directors, in particular, Stockholders may include in the agreement between themselves the following as valid matters of agreement, to wit:

(1) The manner and method in which and the persons by whom Directors may be elected.

(2) Any limitation upon the transferability or assignment of the stock.

(3) The conferring of preemptive rights of purchase upon the Stockholders as conditions precedent to the sale of any other

stock.

(4) Any matter related to effectuating the purposes included in any of the foregoing matters.

Agreements between the Stockholders shall continue to be binding upon the Corporation until there is filed with the President and the Secretary of the Corporation, in duplicate, a written instrument, signed by the persons who originally created such Stockholders' Agreements (or their successor in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the Stockholders' Agreements among the Stockholders) consenting to the revocation and cancellation of the Agreements among the Stockholders.

ARTICLE XIII. TRANSFER OF STOCK.

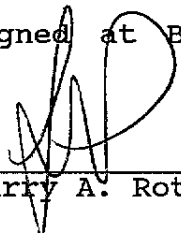
No Stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the Corporation without first offering such shares of the Corporation at the net asset value thereof. Such offer shall be in writing signed by the Stockholder; shall be sent by registered or certified mail to the Corporation at its principal place of business; and shall remain open for acceptance by the Corporation for a period of thirty (30) days from the date of mailing. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any Stockholder, the Corporation shall have

the right to purchase all shares owned by such Stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each Stockholder.

Each share certificate issued by the Corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the Corporation. A copy of such Articles is on file at the principal office of the Corporation."

Executed by the undersigned at Boca Raton, Florida on November 12, 1998.

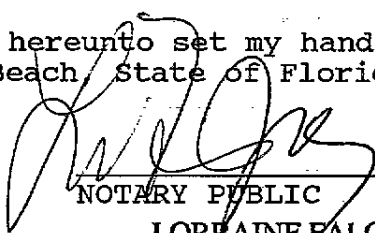


Larry A. Rothenberg

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared LARRY A. ROTHENBERG, who is personally known to me OR who has produced the following as identification: N/A, and who executed and acknowledged the foregoing Articles of Incorporation.

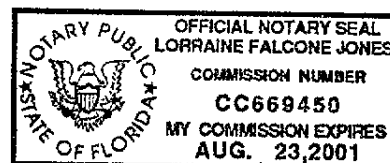
IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton, Florida, County of Palm Beach, State of Florida, this 12th day of November, 1998.



NOTARY PUBLIC
LORRAINE FALCONE JONES

Stamped/Printed Name

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA

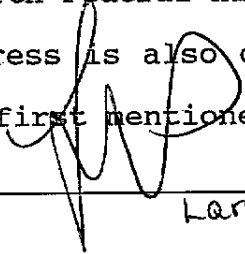
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

That PROFESSIONAL HEALTH AUDITORS, INC. desiring to
organize or qualify under the laws of the State of Florida, has named,
LARRY A. ROTHENBERG, P.A., as its registered agent to accept service
of process within Florida, at 900 North Federal Highway, Suite 460,
Boca Raton, Florida 33432, which address is also designated as the
registered office of the corporation first mentioned above.

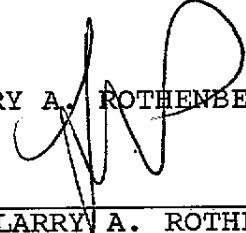

Larry A. Rothenberg

TITLE: Incorporator

DATE: November 12, 1998

Having been named registered agent to accept service of
process for the above-stated corporation at the place designated in
this certificate, LARRY A. ROTHENBERG, P.A. hereby agrees to act in
that capacity and further agrees to comply with the provisions of all
statutes relative to the proper and complete performance of such
duties.

LARRY A. ROTHENBERG, P.A.

BY: 
LARRY A. ROTHENBERG

DATE: November 12, 1998