TRANSMITTAL LETTER

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

HEALTH (Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00

\$78.75

Filing Fee

Filing Fee

& Certificate of Status

\$78.75

\$87.50

Filing Fee

Filing Fee,

& Certified Copy

Certified Copy

& Certificate of

Status

ADDITIONAL COPY REQUIRED

EFFECTIVE DAT	E
1000	ROM.

ANDREW

Name (Printed or typed)

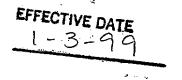
BOCA RATON, FLORIDA City, State & Zip

561-391-6005

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.







ARTICLES OF INCORPORATION OF

HEALTH CARE ADVISORY CONSULTANTS, INC.

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE 1

IDENTIFICATION

The name of this corporation is **HEALTH CARE ADVISORY CONSULTANTS, INC.,** having a principal place of business at 3199 N.E. 8th Avenue, Boca Raton, Florida 33431-6912.

ARTICLE II

DURATION

This corporation shall have perpetual existence which shall commence on January 3, 1999.

ARTICLE III

AUTHORIZED SHARES

The capital stock of this corporation shall consist of 10,000 Shares of Common Stock of \$0.01 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and his address is as follows: Andrew D. Douglas, 3199 N.E. 8th Avenue, Boca Raton, Florida 33431-6912.

ARTICLE V

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows: Andrew D. Douglas, 3199 N.E. 8th Avenue, Boca Raton, Florida 33431-6912.

ARTICLE VII

ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

2. The Board of Directors from time to time shall determine whether and to what extent, and at what time and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

- 2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.
- 3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.
- 4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by the law. This corporation may provide indemnification, or a portion thereof, through the purchase of insurance.
- 5. The power to adopt, alter, and repeal By-laws shall be in the Board of Directors of the corporation or in the stockholders; By-laws adopted by the Board of Directors may be altered or repealed by the stockholder or vise versa, except that the stockholders my prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS THEREOF, the undersigned, has made and subscribed these Articles of Incorporation at the City of Boca Raton, Palm Beach County, Florida, for the uses and purposes aforesaid this **20th day** of **November, 1998.**

Andrew D. Douglas Incorporator

andrew D. Doug



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 607, Florida Statutes, the following is submitted in compliance with said Act:

HEALTH CARE ADVISORY CONSULTANTS, 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 Boca Raton, County of Palm Beach, State of Florida, has named Andrew D. Douglas, as its agent to accept service of process within this 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 I agree to comply with the provision of said Act relative to keeping open said office and I accept the obligations of Section 607.0505 of the Florida Statutes this 20th day of November, 1998.

By Cinchew

Andrew D. Douglas Registered Agent