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Feb 17, 1999

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Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, Florida
32314

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation of PHYSICIAN'S EQUITY, INC.

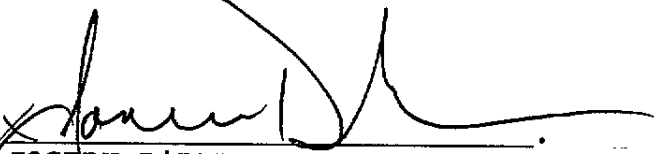
Also find enclosed a check made payable to the Secretary of State towards the filing fee for the said Corporation. Your assistance in establishing the corporation to be known as PHYSICIAN'S EQUITY, INC., is much appreciated.

Upon validation kindly mail the Articles to:

Paralegal Associates
6878 W. Atlantic Blvd.
Margate, Florida 33063.

Kindly phone at 1-954-971-8468 and speak with Mr. Shariq Hussain if there is a question or problem.

Respectfully,



JOSEPH DiPALMA

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 FEB 22 AM 8:37

FILED

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2/25

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99 FEB 22 AM 8:37
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
OF
PHYSICIAN'S EQUITY, INC.

ARTICLE ONE

The name of the corporation is PHYSICIAN'S EQUITY, INC. The principal address of the corporation is: 1712 NE 39th Street, Fort Lauderdale, FL 33334.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

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

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) at \$1.00 par value.

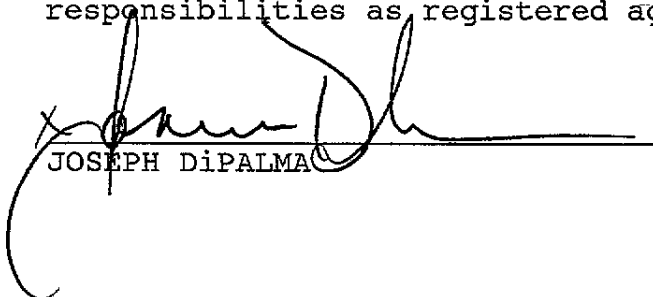
ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 1712 NE 39th Street, Fort Lauderdale, FL 33334 33311 and the name of its initial registered agent at such address is JOSEPH DiPALMA.

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


JOSEPH DiPALMA

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one, and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until their successors are elected and qualified is:

Name	Mailing Address
JOSEPH DiPALMA	1712 NE 39th Street Fort Lauderdale, FL 33334

ARTICLE EIGHT

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

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
JOSEPH DiPALMA	1712 NE 39th Street Fort Lauderdale, FL 33334

(signed)


Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.