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TRANSMITAL LETTER

RAUL RALPH MONROE
REGISTERED AGENT
8567 CORAL WAY #221
MIAMI FL. 33155

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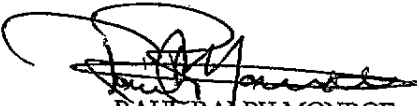
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DATE: MAY 5TH 1999

DOCUMENT EXAMINER
NEW FILLING SECTION
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE.FL. 32302-1500

SUBJECT: MEDICAL RESOURCE CAPITAL MARKETING, INC
CORPORATE NAME

Enclosed is an Original and One copy of the Articles of Incorporation an a check for \$122.50 for filing fees
& Certified Copy.
Please return the Enclosed Articles to the Undersigned at the dollowing address:


RAUL RALPH MONROE
8567 CORAL WAY # 221
MIAMI. FL.33155

THANK YOU,
REGISTERED AGENT

FILED
99 MAY 14 AM 10:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK MAY 18 1999

CERTIFICATE OF INCORPORATION
OF
MEDICAL RESOURCE CAPITAL MARKETING, INC

FILED
99 MAY 14 AM 10:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We , the undersigned, hereby associated ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Incorporation for profit.

Article I

The Name of the Corporation shall be:
MEDICAL RESOURCE CAPITAL MARKETING, INC.

Article II

The cororation will engage in any activity or business permitted under the laws of the State of Florida and of the united States of America.

Article III

The maximun number of shares wich the Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, wich shares shall be of one dollar each (\$1.00)

All stock is to be issued as fully paid and exempt from assesment.

Article IV

The pledge, sales , trnasfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

Article V

The amount of capital with which corporation may begin doing business shall be not less than one hundred dollars (\$100.00)

Article VI

The existence of the Corporation is perpetual.

Article VII

The initial post office address of the principal office of the corporation in the State of Florida is:

8567 CORAL WAY # 221. MIAMI FL. 33155

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida. The registered address of the Corporation is:

8567 CORAL WAY # 221. MIAMI FL. 33155

The REGISTERED Agent at the Registered address RAUL RALPH MONROE

Article VIII

The business of the Corporation shall be managed by a Board of Directors consisting of not less than one (1) no more than two (2) directors. A quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held. Pursuant meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

Article IX

The names and post office addresses of the members of the first Board of Directors and the State of Corporate Officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
RAUL RALPH MONROE	PRESIDENT	8567 CORAL WAY #221
	SECRETARY	MIAMI, FL 33155
	TREASURY.	

Article X

The names and post office addresses of the subscribers of the articles of Incorporation And number of shares that they agree to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO OF SHARES</u>
JOSE HIDALGO	8567 CORAL WAY # 221 MIAMI FL. 33155	33.33
HUGO LOPEZ	8567 CORAL WAY #221	33.33
RAUL RALPH MONROE	8567 CORAL WAY#221	33.33

Article XI

The stock of the Corporation may be issued pursuant to the provisions of Section 1244 of the internal revenue Code, so that

The stockholders of the Corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set out hands and seal this 5 DAYS OF MAY OF 1999.

JOSE HIDALGO

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY THAT on this day , personally appeared before me, and officer duly authorized to administer oaths and taken acknowledgements under the laws of the State of Florida,

RAUL RALPH MONROE

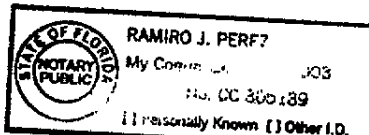
To me well known to be the person s described in and who executed the foregoing Certificate of Incorporation, and Acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand official seal at the City of Miami. State of Florida, this 5 days of MAY . 1999.

FILED
99 MAY 14 AM 10:33
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SECRETARY OF STATE
TALLAHASSEE FLORIDA


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE.

My commission Expires:



Certificate designating place of business or domicile for the service of process within Florida, naming Agent upon whom process may served.

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

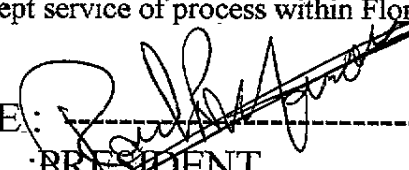
First, that : MEDICAL RESOURCE CAPITAL MARKETING, INC.
(Name of Corporation)

Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named.

RAUL RALPH MONROE
(Name Registered Agent)

Located at : 8567 CORAL WAY # 221. MIAMI FL. 33155
(Street address & number building)
(Post office box address is not acceptable)

City of Miami : State of Florida, as its Agent to accept service of process within Florida.

SIGNATURE: 
TITLE : RESIDENT
DATE : MAY 5TH 1999

Having been named to accept services of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: 
(Registered Agent)

DATE : MAY 5TH. 1999