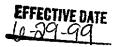
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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State



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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

: (305)541-3694

Fax Number

: (305)541-3770

FLORIDA PROFIT CORPORATION OR P.A.

AMERI-CASP MEDICAL FINANCE GROUP, INC.

Certificate of Status	
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF



AMERI-CAP MEDICAL FINANCE GROUP, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

AMERI-CAP MEDICAL FINANCE GROUP, INC.

The mailing address for the Corporation is:

150 S. Pine Island Road, Suite 500

Plantation, Florida 33324

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted is as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

PREPARED BY: Maynard Heliman 150 S. Pine Island Road, Suite 500 Plantation, Florida 33324 (954)577-9225

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ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of Common Stock, each share having \$0.001 par value.

ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

SUBSCRIBER	<u>ADDRESS</u>	NUMBER OFSHARES
------------	----------------	-----------------

ROBERT D. PRESS 150 S. Pine Island Road, Suite 500 1

Plantation, Florida 33324

ARTICLE VII

DIRECTORS

The initial number of Directors of this corporation shall be one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

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ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successor is elected and qualified, is:

NAME

ADDRESS

ROBERT D. PRESS

150 S. Pinc Island Road, Suite 500 Plantation, Florida 33324

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 150 S. Pine Island Road, Suite 500, Plantation, FL 33324, and the name of the initial Registered Agent of this corporation at that address is MAYNARD J. HELLMAN

ARTICLE XI

INDEMNIFICATION

3 H99000015903

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

DATED this 29 day of SUNE, 1999.

ROBERT D. PRESS

STATE OF FLORIDA

) SS

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared ROBERT D. PRESS, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official scal at Broward County, Florida, this 29 day of 540 E., 1999.

Notary Public, State of

Florida at Largo

My Commission Expires:



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AMERI-CAP MEDICAL FINANCE GROUP, INC.

CERTIFICATE DESIGNATING PLACE (OF BUSINESS OR DOMICILE FOR THE PURPOSES
OF PROCESS WITHIN FLORIDA, NA	MING AGENT UPON PROCESS
MAY BE S	SERVED
IN COMPLIANCE WITH SECTION	N 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:	
FIRST, THAT AMERI-CAP MED	DICAL FINANCE GROUP, INC. IS DESIRING TO
ORGANIZE OR QUALIFY UNDER THE	E LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT T	HECITY OF PLANTATION, STATE OF FLORIDA,
HAS NAMED MAYNARD J. HELLMAN	, at broward county, state of florida,
AS ITS AGENT TO ACCEPT SERVICE (OF PROCESS WITHIN FLORIDA.
	ROBERT D. PRESS
	Title: Subscriber
	Dato: 6-29-99
Having been named to accept service	ces of process for the above stated corporation, at the
place designated in this certificate, I hereb	by agree to act in this capacity, and I further agree to
comply with the provisions of all statutes r	elative to the proper and complete performance of my
duties.	
CaoldmyrlicalaCmrGl.aOlwpd	Signature: MAYNARD J. HELEMAN (Registered Agent) Date: Question of the second seco