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HAAG, GAFFNEY & WILCOX, P.A.

ATTORNEYS AT LAW

452 PLEASANT GROVE ROAD
INVERNESS, FLORIDA 34452

JEANNETTE M. HAAG
KAREN O. GAFFNEY

DAVID L. WILCOX
1949-1997

*CERTIFIED CIRCUIT CIVIL
AND FAMILY MEDIATOR

**BOARD CERTIFIED: CITY, COUNTY
AND LOCAL GOVERNMENTAL LAW

TELEPHONE
352 / 726-0901

FAX
352 / 726-3345

June 29, 1999

VIA EXPRESS MAIL

Corporate Records Bureau
Division of Corporations
DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

400002919254--5
-06/30/99--01032--004
*****78.75 *****78.75

RE: Affordable Patient Transport Corp.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for filing with your office. Attached to the Articles is a copy of a Bill of Sale allowing this name to be used by the former corporation known as Affordable Patient Transport Corp.

Also, enclosed herewith is our check for \$78.75 to cover your fee.

Please forward the certified copy and letter of acknowledgment to:

KAREN O. GAFFNEY, ESQUIRE
HAAG, GAFFNEY & WILCOX, P.A.
452 Pleasant Grove Road
Inverness, Florida 34452

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact this office.

Yours truly,

HAAG, GAFFNEY & WILCOX, P.A.

By:

Karen O. Gaffney
Karen O. Gaffney

KOG/pd
Enclosures

FILED
99 JUN 30 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ajc 2/1

ARTICLES OF INCORPORATION
OF
AFFORDABLE PATIENT TRANSPORT CORP.

99 JUN 30 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned, acting as incorporator of the corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be:

AFFORDABLE PATIENT TRANSPORT CORP.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSES

The purposes for which the incorporation is organized are to engage in the business of medical transport services, to include, but not be limited to, documents, goods, wares and merchandise of every kind and nature and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all things incidental to them or connected with them that are not forbidden by Florida corporation laws or other laws or by these Articles of Incorporation and to carry out the said purposes in any state, territory, district or possession of the United States or in any foreign country to the extent that these purposes are not forbidden by the laws of said state, territory, district or

possession of the United States or foreign country.

ARTICLE IV. AUTHORIZED SHARES

The aggregate number of shares of stock the corporation shall have the authority to issue is One Thousand (1,000) shares of \$1.00 par value common stock which shall be designated "common shares". Said shares shall be of a single class and shall have the par value as stated herein. All issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to natural persons, estates or trusts as defined in Section 1361(c)(2) or any amendment or successor sections thereto of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The address of the initial registered agent is:

452 Pleasant Grove Road
Inverness, Florida 34452

and the name of the initial registered agent at such address is:

Karen O. Gaffney

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of four (4) members who shall be John C. Longacre, Jr., Cynthia A. Longacre, James Ralph Tyner, Sr., and Marguerite S. Tyner, who shall serve as directors until the first annual meeting of the shareholders or until their successors shall have been elected and qualified. The addresses of the initial directors are:

John C. Longacre, Jr.
223 N. Hebrides Point
Inverness, Florida 34450

Cynthia A. Longacre
223 N. Hebrides Point
Inverness, Florida 34450

James Ralph Tyner, Sr.
215 Vassar Street
Inverness, Florida 34452

Marguerite S. Tyner
215 Vassar Street
Inverness, Florida 34452

The number of members of the Board of Directors may be increased by a majority vote of shareholders.

ARTICLE VII. INITIAL CORPORATORS

The names and addresses of the initial incorporator is:

MARK S. NELSON

who resides at:

1741 N. Monte Cruz Point
Hernando, Florida 34442

ARTICLE VIII.

An affirmative vote of the majority of the shares of the corporation shall be required for any shareholder action.

ARTICLE IX.

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting with not less than a majority vote of the common stock.

ARTICLE X. PREEMPTIVE RIGHTS.

The holders of the common stock of this corporation shall have preemptive rights

to purchase at prices, terms and conditions which shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, property or services from time to time in addition to that stock originally authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder and all shares of common stock currently authorized (authorized and issued).

ARTICLE XI. PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

3238 Suite A, South Florida Avenue
Inverness, Florida 34450

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Inverness, Citrus County, Florida on this the 29 day of

June, 1999.



Mark S. Nelson
Incorporator

STATE OF FLORIDA

COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 29th day of June, 1999, by MARK S. NELSON, who is personally known to me or who produced the identification set forth below and who did not take an oath.

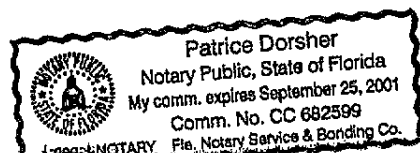
Identification Produced:

Florida Driver's License



NOTARY PUBLIC

My Commission Expires: 9-25-2001



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

AFFORDABLE PATIENT TRANSPORT CORP.

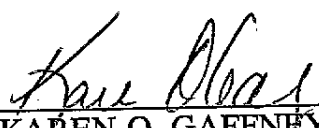
2. The name and address of the registered agent and office is:

KAREN O. GAFFNEY

452 Pleasant Grove Road

Inverness, Florida 34452

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


KAREN O. GAFFNEY

6-29-99
Date

99 JUN 30 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA
COUNTY OF CITRUS

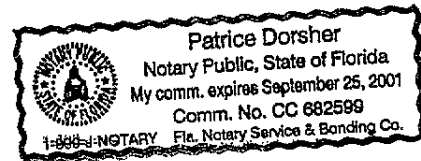
The foregoing instrument was acknowledged before me this 29th day of June, 1999, by KAREN O. GAFFNEY, who is personally known to me or who produced the identification set forth below and who did not take an oath.

Identification Produced:



NOTARY PUBLIC

My Commission Expires: 9-25-2001



ABSOLUTE BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that S&G OF CITRUS COUNTY, INC., a Florida corporation, f/k/a AFFORDABLE PATIENT TRANSPORT CORP., party of the first part, for and in consideration of sum of \$10.00, lawful money of the United States, to it paid by AFFORDABLE PATIENT TRANSPORT CORP., a Florida corporation, party of the second part, the receipt whereof is hereby acknowledged, has granted, bargained, sold, transferred and delivered, and by these presents does grant, bargain, sell, transfer and deliver unto the said party of the second part, the following goods and chattels:

The corporate name "Affordable Patient Transport Corp."

TO HAVE AND TO HOLD the same unto the said party of the second part forever.

And the party of the first part does covenant to and with the said party of the second part that it is the lawful owner of the goods and chattels; that they are free from all encumbrances; that it has good right to sell the same as aforesaid, and that it will warrant and defend the sale of the said property, goods and chattels hereby made, unto the said party of the second part, against the lawful claims and demands of all persons whomsoever.

IN WITNESS WHEREOF, party of the first part has hereunto set her hand and seal the 29th day of June, in the year one thousand nine hundred ninety-nine.

Signed, sealed and delivered
in the presence of:

S&G OF CITRUS COUNTY, INC.

Karen O. Gathney
Printed: KAREN O. GATHNEY

By:

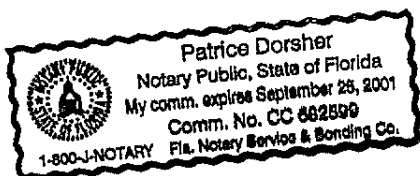
A. George Evans Jr.
A. GEORGE EVANS, Jr., President

Evelyn J. Gisl
Printed: Evelyn J. Gisl

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 29th day of June, 1999, by A. George Evans Jr., the President of S&G OF CITRUS COUNTY, INC., a Florida corporation. He is personally known to me or has produced Florida Driver's License as identification and did (did not) take an oath.

{Notary Seal must be affixed}



Patrice Dorsher
Notary Public
Printed Name: PATRICE DORSHER