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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number -- : (850)922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
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Phone : (305)541-3694  
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FLORIDA PROFIT CORPORATION OR P.A.

empower medical consulting group, inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
**OF**  
**EMPOWER MEDICAL CONSULTING GROUP, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be:

EMPOWER MEDICAL CONSULTING GROUP, INC

**ARTICLE II - ADDRESS**

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

2190 Harbour Walk Circle #2217  
Naples, Florida 34109

**ARTICLE III - PURPOSE**

The general purpose of this corporation shall be to provide medical management consulting services and/or any other services allowable by law.

**ARTICLE IV - CAPITALIZATION**

The initial capital of this corporation shall be in excess of \$100.00

**ARTICLE V - STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue is 100 shares of common stock, having a par value of one (\$1.00) dollar per share.

The corporation shall have the power to amend these Articles at any time to provide for different classes of stock and provisions for the preferences, limitations and relative rights in respect to the share of each class.

Prepared By:  
William P. Dillon, Esq.  
2190 Harbour Walk Circle, #2217  
Naples, Florida 34109  
FL Bar # 0146544

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**ARTICLE VI - INITIAL REGISTERED AGENT**

The name and address of the initial registered agent is:

James K. Rubin, Esq.  
The Law Offices of James K. Rubin, P.A.  
1100 N.E. 163<sup>rd</sup> Street, Suite 101  
North Miami, Beach, Florida 33162

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The name and address of the initial Board of Directors shall be:

William P. Dillon, Esq.  
2190 Arbour Walk Circle #2217  
Naples, Florida 34109

Jerry Williamson, MD  
24 Falconwood Court  
Fort Myers, Florida 33919

**ARTICLE VIII - INITIAL OFFICERS**

The name and address of the Officers of this corporation shall be:

Jerry Williamson, MD, President/Treasurer  
24 Falconwood Court  
Fort Myers, Florida 33919

William P. Dillon, Esq., Vice President/Secretary  
2190 Arbour Walk Circle #2217  
Naples, Florida 34109

**ARTICLE IX - INCORPORATORS**

The name and address of the Incorporators to these Articles of Incorporation shall be:

William P. Dillon, Esq.  
2190 Arbour Walk Circle #2217  
Naples, Florida 34109

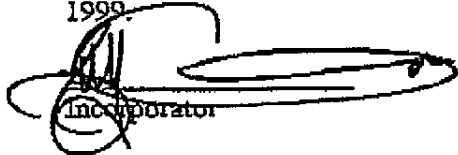
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Jerry Williamson, MD  
24 Falconwood Court  
Fort Myers, Florida 33919

IN WITNESS WHEREOF, I have hereunto set my hand and seal this \_\_\_\_ day of August, 1999

  
Incorporator

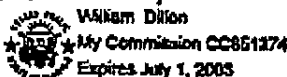
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Date

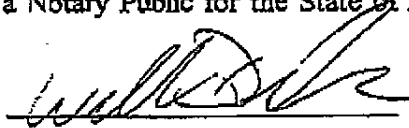
STATE OF FLORIDA     )  
                                  )ss  
COUNTY OF COLLIER    )

BEFORE ME, the undersigned authority, personally appeared, Jerry Williamson, MD., who is known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to me under oath, that he signed the foregoing Articles of Incorporation for the purposes and intent therein expressed.

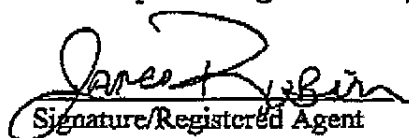
27 SWORN AND SUBSCRIBED before me a Notary Public for the State of Florida this day of August, 1999.

My commission expires:





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 my familiar with and accept the obligations of my position as registered agent.

  
Signature/Registered Agent

8/27/99  
Date

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