LAW OFFICES

STEPHEN L. VINSON, JR., P. A.

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August 26, 1999

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Articles of Incorporation of Orion Health Care Consulting, Inc.

Gentlemen:

Enclosed herewith are two (2) executed copies of Articles of Incorporation of Orion health Care Consulting, Inc. along with a check in the amount of $122.50. Please return the certified copy in the enclosed self addressed stamped envelope to the undersigned.

If there are any questions, please call.

Very truly yours,

Stephen L. Vinson, Jr.

SLV/iv
Enclosures

99 SEP -2 PM 3: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Stephen Vinson _____ GAVE
AUTHORIZATION BY PHONE TO
CORRECT _Article I_
DATE_ 9/8/99
DOC. EXAM

© GALLIMON-CASE   SEP 09 1999

ARTICLES OF INCORPORATION

OF

ORION HEALTH CARE CONSULTING, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Orion Health Care Consulting, Inc. Principle Office address is c/o Stephen L. Venson, Jr., P.A., 1200 Brickell Ave., Ste. 1680 Miami, FL 33131.

ARTICLE II

Duration

The duration of the corporation shall be perpetual.

ARTICLE III

Purposes

The general purposes for which the corporation is organized are:

(1)   To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

(2)   To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have $1.00 par value.

ARTICLE V

Registered Office and Agent

The street address of the initial registered office of the corporation is Stephen L. Vinson, Jr., P.A., 1200 Brickell Avenue, Suite 1680, Miami, Florida 33131 and the name of its initial registered agent at such address is Stephen L. Vinson, Jr., P.A.

ARTICLE VI

Directors

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors are one (1). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Charles J. Fletcher
21 SW 21 Road
Miami, Florida 33129

ARTICLE VII

Officers

The officers constituting the officers of the corporation shall be determined in accordance with the By-Laws, but shall not be less than a president and a secretary. The officers are:

Charles J. Fletcher, President-Secretary

ARTICLE VIII

Incorporator

The name and address of the Incorporator is: Stephen L. Vinson, Jr., P.A., 1200 Brickell Avenue, Suite 1680, Miami, Florida 33131.

ARTICLE IX

Indemnification

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit of proceeding in which he may be involved, by reason of his being or having been an officer, director of shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 25th day of August, 1999.

_____
Incorporator

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STATE OF FLORIDA   )
)ss
COUNTY OF MIAMI DADE)

The foregoing instrument was acknowledged before me this 25th day of August, 1999, by _Stephen L. Vinson Jr_, who is personally known to me or who has produced _____ as identification and who did take an oath.

My commission expires:

_____
Notary Public

_____
Printed Name

Acknowledgement of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in and foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

_____
Registered Agent
Stephen L. Vinson, Jr., P.A.
1200 Brickell Avenue
Suite 1680
Miami, Florida 33131

99 SEP -2 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

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