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October 5, 1999

VIA FEDERAL EXPRESS

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****122.50 *****78.75

Teresa Brown, Corporate Specialist
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Rencris Healthcare Consulting, Inc.

Dear Ms. Brown:

While you are handling the other matter for us, could be good enough to file the enclosed Articles of Incorporation for Rencris HealthCare Consulting, Inc., and return copy to me. In that regard, enclosed please find a check in the amount of \$122.50.

Thanks for your assistance.

Sincerely yours,


Martin V. Katz

MVK:gbw

99 OCT -6 PM12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
RENCRIS HEALTHCARE CONSULTING, INC.

FILED
99 OCT -6 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following 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, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be Rencris Healthcare Consulting, Inc. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is, 128 W. Village Way, Jupiter, FL 33458.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.

- (c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

ARTICLE V

Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 128 W. Village Way, Jupiter, FL 33458, and the name of the initial registered agent of this Corporation at that address is E. Drew Gackenhimer.

Board of Directors

The name and address of the initial directors of this Corporation are as follows:

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

Indemnification

ARTICLE XI

The name and address of the person signing these Articles is as follows: E. Drew Gackenhimer, 128 W. Village Way, Jupiter, FL 33458.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of Sept., 1999.

_____, 1999


 E. DREW GACKENHEIMER, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


FILED
99 OCT -6 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT RENCRIS HEALTHCARE CONSULTING, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL
REGISTERED OFFICES AT 128 W. VILLAGE WAY, JUPITER, FL 33458 HAS NAMED E.
DREW GACKENHEIMER, LOCATED AT 128 W. VILLAGE WAY, JUPITER, FL 33458,
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


E. DREW GACKENHEIMER, Incorporator
9-29-99
(Date)

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA STATUTES.


E. DREW GACKENHEIMER,
Registered Agent
9-29-99
(Date)