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Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

MEDIWORKS PHYSICIAN SERVICES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION
OF
MEDIWORKS PHYSICIAN SERVICES, INC.

The undersigned incorporator, for the purpose of forming a corporation under Chapter 607 of the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of the Corporation is **MEDIWORKS PHYSICIAN SERVICES, INC.** (hereinafter, "Corporation").

ARTICLE 2 - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation including, but not limited to, operation of a medical billings firm and related sales activities.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 8004 Lagos De Campo Blvd., Suite #104-C, Tamarac, FL 33321.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this corporation is:

Mary Gruesser
8004 Lagos De Campo Blvd. Suite #104-C
Tamarac, FL 33321

ARTICLE 5 - CAPITALIZATION

The maximum number of shares that the corporation is authorized at any time to have outstanding is One Thousand (1,000) shares of common stock, each having a par value of \$0.001

CBS Financial, CPA, PA
By: Luis A. Escobar, Jr. CPA
5440 N. State Road 7, Suite 211
Ft. Lauderdale, FL 33319
(954) 730-3511 - Facsimile (954) 730-3611

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ARTICLE 6 - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE 7 - OFFICERS

The officers of this corporation shall be:

President:	MARY GRUESER
Vice-President:	MARY GRUESER
Secretary:	MARY GRUESER
Treasurer:	MARY GRUESER

whose address shall be the same as the principal office of this Corporation.

ARTICLE 8 - DIRECTORS

The Director of this Corporation shall be:

MARY GRUESER

whose addresses shall be the same as the principal office of this Corporation.

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All shares of the stock of this Corporation may be subject a Shareholders' Restrictive agreement. If so, numerous restrictions on the rights of shareholders of this Corporation as well as transferability of the shares of stock of the Corporation may be contained therein. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

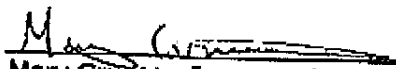
The initial street address of the registered office of this Corporation is 8004 Lagos De Campos Blvd, Suite#104-C, Tamarac, FL 33321. The registered agent of this Corporation is Mary Grueser.

*CBS Financial, CPA, PA
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ARTICLE 11- EFFECTIVE DATE

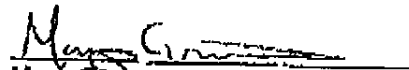
These Articles of Incorporation are to be effective upon approval by the Secretary of State of the State of Florida

IN WITNESS THEREOF, the undersigned has hereunto set their hand and seal, acknowledged and filed these foregoing Articles of Incorporation under the laws of the State of Florida, this October 22, 1999.


Mary Grueser, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The undersigned, Mary Grueser, having a business office identical with the registered office of the above Corporation, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.


Mary Grueser

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