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LAW OFFICES OF
RICHARD J. NEEFE, P.A.

6801 CENTRAL AVENUE
ST PETERSBURG, FLORIDA 33710

May 12, 1995

FILED
95 MAY 22 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32399-0250

000001496810
-05/23/95--01082--020
***122.50 ***122.50

Re: Incorporation of THERANET, INC.

Dear Sirs:


Enclosed please find for filing Original Articles of Incorporation and Certificate Designating Registered Agent for the referenced corporation. We also enclose true copy of the Articles for your certification and return to the address on this letterhead.

We enclose our check in the amount of \$122.50 in payment of the following charges:

Filing fee: Articles	\$ 35.00
Designation of Registered Agent	35.00
Certified copy of Articles	<u>52.50</u>
TOTAL:	\$122.50

Thank you for your attention to these matters.

Sincerely,


Richard J. Neefe

/RN
enclosures

PPH 5-24

**ARTICLES OF INCORPORATION
OF
THERANET, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned natural person, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is THERANET, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the general purpose of engaging in personnel employment and placement, and shall be authorized to transact any and all other lawful business for which corporations may be incorporated under the laws of the State of Florida, and to do such other things as are incidental to the foregoing, or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The address of the principal office and the mailing address of the corporation is 67 Baywood Drive, Safety Harbor, Florida 34695.

ARTICLE V

The corporation is authorized to issue a total of 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of one (\$1.00) dollar per share.

ARTICLE VI

All issued stock shall be held of record by not more than thirty-five (35) persons, and shall be issued and transferable only to natural persons who are not non-resident aliens.

ARTICLE VII

The shareholders of the corporation shall have a preemptive right to subscribe to any or all additional issues of the stock of the corporation.

ARTICLE VIII

The street address of the initial registered office of the corporation is 67 Baywood Drive, Safety Harbor, Florida 34695, and the name of the initial registered agent of the corporation at that address is Terry Sullivan.

ARTICLE IX

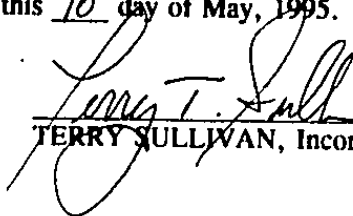
The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the affairs of the corporation shall be managed under, the direction of the stockholders.

ARTICLE X

The name and address of the person signing these Articles of Incorporation as incorporator is:

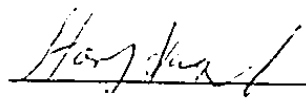
Terry Sullivan
67 Baywood Drive
Safety Harbor, Florida 34695

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation this 10 day of May, 1995.


TERRY SULLIVAN, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 10 day of May, 1995, by TERRY SULLIVAN, who is personally known to me, or ~~who has produced~~ (type of identification) as identification and did (did not) take an oath.


(Stanley Harrison)
Notary Public

CERTIFICATE DESIGNATING REGISTERED AGENT

THERANET, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal office designated in the Articles of Incorporation, has named Terry Sullivan, with street address of 67 Baywood Drive, Safety Harbor, Florida 34695, as its agent to accept service of process within this State.

THERANET, INC.

By: 
Incorporator

Date: 5-10-95

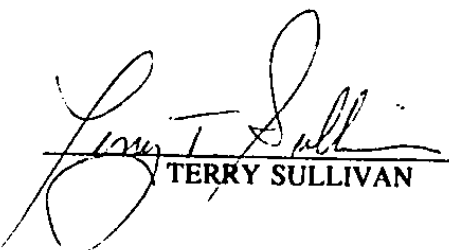
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF APPOINTMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in such capacity this 10 day of May, 1995.


TERRY SULLIVAN