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Alberto A. Rodriguez, Esq.
Stephen L. Vinson, Jr. P.A.
3191 Coral Way, 3rd Floor
Miami, Florida 33145

June 4, 1997

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VIA FEDERAL EXPRESS

Secretary of State
Attn: Brenda Baker
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Articles of Incorporation for
Freedom Healthcare Services, Inc.

Dear Ms. Baker:

As discussed today, enclosed please find a check in the amount of \$122.50 for filing and a certified copy of the Articles of Incorporation of Freedom Healthcare Services, Inc.. (see copy of enclosed letter).

If you have any questions, please call me.

Very truly yours,


Alberto A. Rodriguez, Esq.

FILED
97 JUN -5 PM 1:22
TALLAHASSEE, FLORIDA
STATE

Stephen L. Vinson, Jr.
Stephen L. Vinson, Jr. P.A.
3191 Coral Way, 3rd Floor
Miami, Florida 33145

June 3, 1997

VIA FEDERAL EXPRESS

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

**Re: Articles of Incorporation for
Freedom Healthcare Services, Inc.**

Gentlemen:

Enclosed herewith are two (2) executed copies of Articles of Incorporation for the above referenced corporation, along with a check in the amount of \$122.50. Please return a certified copy of the Articles of Incorporation to the undersigned in the enclosed envelope.

If there are any questions, please contact the undersigned.

Very truly yours,



Stephen L. Vinson, Jr.

ARTICLES OF INCORPORATION
OF
FREEDOM HEALTHCARE SERVICES, INC.

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TALLAHASSEE, FLORIDA

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

ARTICLE I

Name

The name of the corporation is Freedom Healthcare Services, Inc., and its address is: 3191 Coral Way, 3rd Floor, Miami, Florida 33145.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purpose

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 Business 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 100,000, such shares shall be of a single class, and shall have a par value of One Cent (\$.01) per share.

ARTICLE V

Registered Office and Agent

The street address of the initial registered office of the corporation is: 3191 Coral Way, 3rd Floor, Miami, Florida 33145, and the name of its registered agent at such address is Stephen L. Vinson, Jr.

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 is one (1). The name and address of the person who is to serve as the member of the initial board of directors is:

Luis Herrera
3191 Coral Way, 3rd Floor
Miami, FL 33145

ARTICLE VII

Incorporator

The name and address of the incorporator is:


Stephen L. Vinson, Jr.
3191 Coral Way, 3rd Floor
Miami, FL 33145

ARTICLE VIII

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 or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned, on the 3rd day of June, 1997.



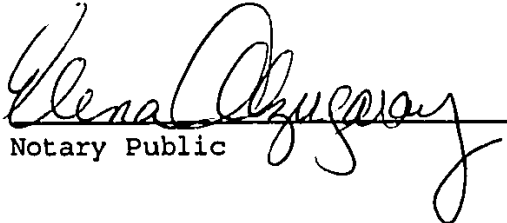
Stephen L. Vinson, Jr.

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, personally appeared Stephen L. Vinson, Jr. to me well known to be the person described in or who has produced _____ as identification and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 3rd day of June, 1997.

My commission expires:




Notary Public



ELENA ALZUGARAY
My Commission CC518210
Expires Dec. 04, 1999

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the 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.



Stephen L. Vinson, Jr.
Registered Agent

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TALLAHASSEE, FLORIDA

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