

P97000073430
SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

1500 MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 358-8300
BROWARD (954) 467-8841
FACSIMILE (305) 381-9982

August 20, 1997

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Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

RE: Incorporation of Southern HealthCare Strategies, Inc.

Gentlemen:

Enclosed herewith please find two original counterparts of the above-captioned Articles of Incorporation, together with the check of Kevin D. Cowan made payable to the Secretary of State of Florida in the amount of \$122.50 representing the filing fee and fee for certified copy. Please return the certified copy of the Articles to me in the enclosed stamped addressed envelope after filing.

Please do not hesitate to call me should you have any questions.

Thank you in advance for your assistance.

Very truly yours,

ADRIENNE L. SWAIN
Legal Assistant to
KEVIN D. COWAN

Enclosures

FILED
97 AUG 22 AM 11: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMSTERDAM OFFICE
EUROPA BOULEVARD 89
1003 AD AMSTERDAM
THE NETHERLANDS
TELEPHONE 011-3120-661-0000
FACSIMILE 011-3120-642-1675

KEY LARGO OFFICE
OCEAN BEEF CLUB
31 OCEAN BEEF DRIVE
SUITE A204
OCEAN BEEF PLAZA
KEY LARGO, FLORIDA 33037
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LONDON OFFICE
48 MOUNT STREET
LONDON W1Y 8BB ENGLAND
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FACSIMILE 011-44171-493-4299

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SUITE 1000
ORLANDO, FLORIDA 32801
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FACSIMILE (407) 425-8316

WEST PALM BEACH OFFICE
ONE CLUARLAKB CENTRE, SUITE 500
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33411
MAILING ADDRESS P. O. BOX 3555
WEST PALM BEACH, FLORIDA 33402-3555
TELEPHONE (813) 835-8500
FACSIMILE (813) 850-0430

ML 8/22/97

ARTICLES OF INCORPORATION
OF
SOUTHERN HEALTHCARE STRATEGIES, INC.

FILED
97 AUG 22 AM 11: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is SOUTHERN HEALTHCARE STRATEGIES, INC..
and its address is c/o KDC, 201 S. Biscayne Boulevard, 1500 Miami Center, Miami, FL
33131.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws
of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of one (\$1.00) dollar par value
common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company
of Miami, and its address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, Florida
33131.

ARTICLE VI - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

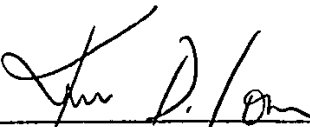
ARTICLE VIII - INCORPORATOR

The name of the person signing these Articles is Kevin D. Cowan and his address is 201 S. Biscayne Boulevard, 1500 Miami Center, Miami, FL 33131.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20 day of August, 1997.




Kevin D. Cowan, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 20 DAY OF AUGUST, 1997.

CORPORATION COMPANY OF MIAMI

By 
ADRIENNE L. SWAIN, Assistant Secretary
for CORPORATION COMPANY OF MIAMI
(Registered Agent)

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FILED
97 AUG 22 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA