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TELEPHONE (305) 373-2888
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LAWRANCE B. CRAIG, III
TIMOTHY MAZE HARTLEY
LAURENCE F. VALLE

FRANK J. SIOLI
MICHAEL J. LYNOTT
MICHAEL A. VAZQUEZ

REPLY TO:

P.O. BOX 113009
MIAMI, FL 33111-3009

June 25, 1999

Via Federal Express

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-06/30/99--01073--014
*****70.00 *****70.00

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

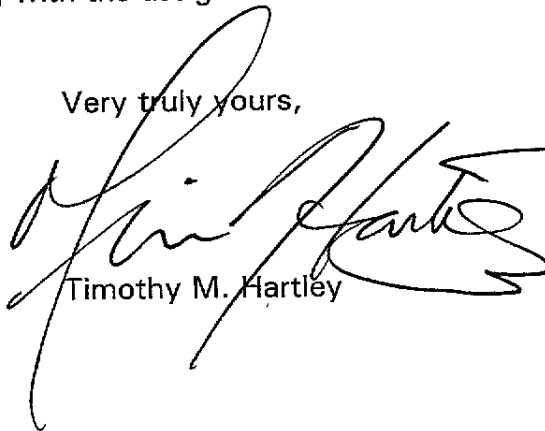
Re: **CorAm, Inc.**

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for CorAm, Inc., along with the Designation of Registered Agent/Acceptance and a check in the amount of \$70.00.

Please return to the undersigned via facsimile at (305) 373-2889 a copy of the filed Articles of Incorporation, along with the assigned document number. Thank you for your assistance.

Very truly yours,



Timothy M. Hartley

TMH/ddp

encl: as noted

FILED
99 JUN 30 PM 4: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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99 JUN 30 PM 4: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CORAM, INC.

[ONE CLASS OF STOCK]

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE CORAM, INC.

ARTICLE II

THE CORPORATION SHALL HAVE THE POWER TO ENGAGE IN ANY LAWFUL ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED UNDER THE FLORIDA BUSINESS CORPORATION ACT.

ARTICLE III

THE AGGREGATE NUMBER OF SHARES THAT THE CORPORATION SHALL HAVE AUTHORITY TO ISSUE AND TO HAVE OUTSTANDING AT ANY ONE TIME IS ONE THOUSAND (1,000) SHARES. ALL SUCH SHARES SHALL BE OF A SINGLE CLASS, DESIGNATED AS COMMON.

ARTICLE IV

EACH HOLDER OF COMMON SHARES SHALL HAVE ONE VOTE FOR EACH SUCH SHARE HELD OF RECORD ON ALL MATTERS SUBMITTED FOR SHAREHOLDER APPROVAL. EXCEPT AS OTHERWISE SPECIFICALLY REQUIRED BY LAW, OR EXCEPT AS SPECIFICALLY PROVIDED IN THESE ARTICLES OF INCORPORATION, ALL OTHER MATTERS REQUIRING SHAREHOLDER APPROVAL SHALL REQUIRE AN AFFIRMATIVE VOTE OF A MAJORITY OF THE SHARES VOTING THEREON. THE HOLDERS OF THE COMMON SHARES SHALL HAVE UNLIMITED VOTING RIGHTS AND THE RIGHT TO RECEIVE THE NET ASSETS OF THE CORPORATION UPON ITS DISSOLUTION.

AT EACH ELECTION OF DIRECTORS, NO SHAREHOLDER SHALL BE ENTITLED TO CUMULATE HIS OR HER VOTES IN VOTING FOR THE ELECTION OF DIRECTORS.

ARTICLE V

NO SHAREHOLDER SHALL HAVE THE PREFERENTIAL OR PREEMPTIVE RIGHT TO SUBSCRIBE FOR OR TO PURCHASE ANY SHARES OF ANY CLASS, ANY RIGHTS, WARRANTS, OR OPTIONS WITH RESPECT THERETO, OR ANY OBLIGATION CONVERTIBLE INTO OR EXCHANGEABLE FOR ANY SUCH SHARES OR OTHER SECURITIES WHETHER OUT OF UNISSUED SHARES OR OTHER SECURITIES OR OUT OF SHARES OR OTHER SECURITIES ACQUIRED BY THE CORPORATION AFTER THE ISSUE THEREOF, REGARDLESS OF THE CONSIDERATION THEREFOR.

ARTICLE VI

THE CORPORATION SHALL INDEMNIFY TO THE FULLEST EXTENT PERMITTED BY THE FLORIDA BUSINESS CORPORATION ACT ANY PERSON WHO HAS BEEN MADE, OR IS THREATENED TO BE MADE, A PARTY TO AN ACTION, SUIT, OR PROCEEDING, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE, INVESTIGATIVE, OR OTHERWISE (INCLUDING AN ACTION, SUIT OR PROCEEDING BY OR IN THE RIGHT OF THE CORPORATION), BY REASON OF THE FACT THAT THE PERSON IS OR WAS A DIRECTOR OR OFFICER OF THE CORPORATION, OR A FIDUCIARY WITHIN THE MEANING OF THE EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974 WITH RESPECT TO AN EMPLOYEE BENEFIT PLAN OF THE CORPORATION, OR SERVES OR SERVED AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OR AS AN OFFICER, OR AS A FIDUCIARY OF AN EMPLOYEE BENEFIT PLAN, OF ANOTHER CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST OR OTHER ENTERPRISE. IN ADDITION, THE CORPORATION SHALL PAY FOR OR REIMBURSE ANY EXPENSES INCURRED BY SUCH PERSONS WHO ARE PARTIES TO SUCH PROCEEDINGS, IN ADVANCE OF THE FINAL DISPOSITION OF SUCH PROCEEDINGS, TO THE FULL EXTENT PERMITTED BY THE FLORIDA BUSINESS CORPORATION ACT.

ARTICLE VII

THE FLORIDA CONTROL-SHARE ACQUISITION SECTIONS OF THE FLORIDA BUSINESS CORPORATION ACT (§§ 607.0901 THROUGH 607.0903) SHALL NOT BE APPLICABLE TO THIS CORPORATION.

ARTICLE VIII

THE BYLAWS OF THE CORPORATION MAY BE AMENDED BY MAJORITY VOTE OF EITHER THE DIRECTORS OR THE SHAREHOLDERS.

ARTICLE IX

THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE FIXED BY THE BYLAWS OF THE CORPORATION. THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF TWO (2) DIRECTORS WHOSE NAME AND ADDRESSES ARE AS FOLLOWS:

ISABELLE PARDIEU
200 S.E. FIRST STREET,
SUITE 602
MIAMI, FLORIDA 33130

HERVE LECHEVALIER, M.D.
200 S.E. FIRST STREET,
SUITE 602
MIAMI, FLORIDA 33130

VICTOR CAVALLO
200 S.E. FIRST STREET,
SUITE 602
MIAMI, FLORIDA 33130

ARTICLE X

THE INITIAL REGISTERED AGENT OF THE CORPORATION IS TIMOTHY M. HARTLEY, ESQ. THE STREET ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE IS: 80 SW 8TH ST., SUITE 2520, MIAMI, DADE COUNTY, FL 33130.

ARTICLE XI

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

200 S.E. FIRST STREET, SUITE 602, MIAMI, FL 33130

ARTICLE XII

THE NAME AND ADDRESS OF THE INCORPORATOR TO THESE ARTICLE OF INCORPORATION IS: TIMOTHY M. HARTLEY, 80 S.W. 8TH STREET, SUITE 2520, MIAMI, FL 33130

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 25 DAY OF JUNE, 1999.


TIMOTHY M. HARTLEY, INCORPORATOR

CERTIFICATE OF DESIGNATION AND ACCEPTANCE REGISTERED AGENT/REGISTERED OFFICE

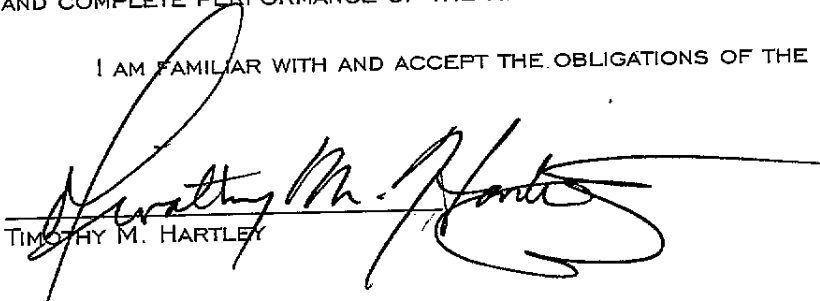
CORPORATION: CORAM, INC.

REGISTERED AGENT: TIMOTHY M. HARTLEY
 80 SOUTHWEST EIGHTH STREET, SUITE 2520
 MIAMI, FLORIDA 33130

I AGREE TO ACT AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE CORPORATION NAMED ABOVE, AT THE PLACE DESIGNATED IN THIS CERTIFICATE.

I AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE REGISTERED AGENT DUTIES.

I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF THE REGISTERED AGENT POSITION.


TIMOTHY M. HARTLEY

6/25/99
DATE

FILED
99 JUN 30 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA