



PRINCE BALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

000-142-B-86

N9500003457

REFERENCE : 646224 4656A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : July 21, 1995

ORDER TIME : 12:39 PM

ORDER NO. : 646224

CUSTOMER NO: 4656A

4000001543304

CUSTOMER: Elizabeth Galvin, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

RUSH WILL WAIT

NAME: CTMC, INC.

FILED

95 JUL 21 PM 2:25

SECRETARIAL STAFF
ILLINOIS SECRETARY OF STATE
RECEIVED

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

T. BROWN

JUL 21 1995

GREENBERG
ATTORNEYS AT LAW
TRAURIG

Leonard J. Adler	Alan T. Diamond	Fred F. Harris, Jr.	Norman H. Lipoff	Diane E. Reed	Peter L. Tunis
Fernando C. Alonso	Tom L. Donato	Steven M. Hoffman	Carlos E. Loumer	C. Ryan Reiter	Merrill A. Ulmer
Cesar L. Alvarez	Lucia A. Dougherty	Alberto M. Hernandez	Jean P. Loumer	Mark J. Rosenman	Brian J. Walsh
Liliana Armas	Candace R. Duff	Jeffrey A. Hirsch	Lawrence E. Macdonough	Barry Scott Richard	Keith Wasserstrom
Daniel H. Arntson	William B. Eck	Kenneth C. Hoffman	Robert P. Marcus	Douglas J. Rillstone	Fern S. Waite
David G. Ashburn	Kenneth Edelman	Larry J. Hoffman	Alfred J. Malofatto	Andres Rivero	Ebba D. Weakley
Charles M. Auslander	Arthur J. England, Jr.	Kenneth A. Husky	Samantha D. Maloy	A. Jeffrey Robinson	Gary Weinfeld
Fred W. Baggett	Gary M. Epstein	John Harrison Hough	Fernando Margarto	Kenneth R. Robinson	Jeffrey Weinblum
Kerry L. Bassch	Elvira A. Esquivelano	Gerald J. Houlihan	Ines Marroco-Puegues	Raquel A. Rodriguez	David E. Weis
Hilarie Bass	Andrea F. Fisher	Andrew Hulse	Enrique J. Martin	Alan H. Rohruck	Bradford F. West
V. Dawn Beighley	Jorge L. Freeland	John B. Hutton	Pedro A. Martin	Marvin S. Rosen	Howard W. Whitsaker
Norman J. Bedford	Jeffrey R. Fried	Lisa Iglesias	Roberto Martinez	Richard A. Rosenbaum	Kelly Winter
Dale S. van	Robin F. Friedman	Keith A. James	Pedro J. Martinez-Fraga	Eric D. Rosenberg	William S. Wilson
Paul Berk	Robert C. Gang	Martin Kalb	Joel D. Masser	Ronald M. Rosengarten	Jerald A. Walsh
Bridge Be	Richard G. Garrett	Steven M. Katzman	Juan J. Mayol, Jr.	David L. Ross	Timothy D. Wolfe
Mark F. Bir	Brian K. Gart	David S. Keim	Craig T. McClung	Stephen D. Sanford	Laurie G. Worton
Laurence J. Jr.	David J. George	Holly W. Kimball	Robert R. McDonald	Gary A. Saul	Arthur J. Young
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Reginald L. Boudilious, Jr.	Laurie L. Gillan	Alan S. Krueger	Mary R. Oliver	Mark P. Schonap	Robert A. Zinn
Howard Bregman	Bruce H. Giles-Klein	J. D. Boone Kuersteiner	Rebecca R. Orand	Clifford A. Schulman	
Francis B. Brogan, Jr.	Richard J. Giusto	Christopher L. Kurzner	Debbie M. Orshansky	Randy J. Shaw	
Burt Brunon	Lawrence Godofsky	Ronald C. LaFace	Aldrea Ortega	Paul A. Shellowitz	
Gabriel Bugas	Joel K. Goldman	Gustavo J. Lamela	A. Friesner Pardo	Brian J. Sherr	
Bernardo Bustein	Steven E. Goldman	Steven A. Landy	Stevan J. Pardo	Lawrence Silverman	
Joseph A. Carballo	Glenay E. Goldstein	Steven B. Lapidus	Rosa Parash-Ramon	Marlene K. Silverman	
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C. Deryl Couch	Robert L. Grossman	Marc S. Levin	Roberto R. Pupo	Joel L. Stocker	
Jimmy D. Crawford	Barbara A. Hall	Oscar Levin	Albert D. Quental	Douglas R. Thornburg	
Miguel A. De Grandy	Poage A. Harper	Michael P. Levinson	Vivian Pazos Quiroga	Robert B. Trauring	

Elizabeth C. Galvin, L.A.
305-789-5449

July 20, 1995

Florida Division of Corporations
FOREIGN & NON-PROFIT SECTION
P. O. Box 6327
Tallahassee, Florida 32314

RE: OTMC, INC.

Enclosed herewith are three duly executed originals of
ARTICLES OF INCORPORATION for the captioned NOT-FOR-PROFIT corporation.

Also enclosed is our check in the amount of \$122.50 to cover the cost of the filing and one certified copy.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,

ARTICLES OF INCORPORATION
OF
OTMC, INC.
(A Florida Corporation Not For Profit)

85 4121 FM 225
FILED
FLORIDA
CORPORATION
COMMISSION

ARTICLE I

The name of this Corporation is OTMC, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation shall be: 5900 College Road, Key West, Florida 33040.

ARTICLE III

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE IV

The Corporation is organized exclusively for charitable, benevolent, religious, educational, civic and scientific purposes, including but not limited to providing health care services and operating health care facilities.

ARTICLE V

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

ARTICLE VI

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three (3). The number and method of election of the directors of the Corporation shall be as stated in the bylaws. The number

constituting the initial Board of Directors is three (3). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Roberto Sanchez
780 N.W. LeJeune Road, Suite 616
Miami, Florida 33126

James K. Simon
P.O. Box 9107
Key West, Florida 33041

Robin Lockwood, M.D.
1111 12th Street, Suite 112
Key West, Florida 33040

ARTICLE VII

The Corporation shall have one member.

ARTICLE VIII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE IX

The bylaws may be amended, altered, or repealed and new bylaws may be adopted only by the affirmative vote of a majority of the entire Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE X

The Articles of Incorporation shall be amended only by the affirmative vote of the majority of the entire Board of Directors.

ARTICLE XI

The street address of the Corporation's initial registered office is 5900 College Road, Key West, Florida 33040, and the name of its initial registered agent at such office is James K. Simon.

ARTICLE XII

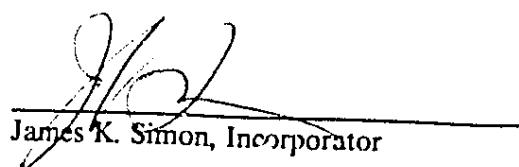
The names and addresses of the incorporators of the Corporation are as follows:

Roberto Sanchez
780 N.W. LeJeune Road, Suite 616
Miami, Florida 33126

James K. Simon
P.O. Box 9107
Key West, Florida 33401

Robin Lockwood M.D.
1111 12th Street, Suite 112
Key West, Florida 33040

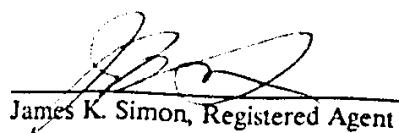
DATED: July 19, 1995.



James K. Simon, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of OTMC, INC., hereby accepts such designation; and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



James K. Simon, Registered Agent

Date: July 19, 1995

