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May 7, 1998

Secretary of State
Division of Corporations
P.O. Box 1500
Tallahassee, FL 32302-1500

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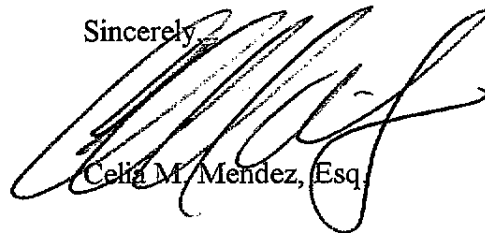
RE: Fundacion Oncologica St. Joseph R.D., Inc.

Dear Secretary of State:

Enclosed please find the Articles of Incorporation for the Fundacion Oncologica St. Joseph R.D., Inc. We ask that the articles be filed with the State public records. Additionally, please also find enclosed a check in the amount of \$122.50 for the filing fee.

We thank you in advance for your attention to the above. Should you have any questions or need additional information, please do not hesitate to contact me at the above number.

Sincerely,



Celia M. Mendez, Esq.

CMM/mc
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM 2:00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM 2:00

ARTICLES OF INCORPORATION
OF
Fundación Oncológica St. Joseph R.D., Inc.
A Not-for-Profit Corporation

Notice is hereby given that the undersigned incorporator, being of full age, having formed a corporation not-for-profit, without capital stock, under the provisions of Chapter 607 and 617, Florida Statutes and hereby accepting all of the rights, privileges, benefits and obligations conferred and imposed by such law, does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I.

CORPORATE NAME

The name of the corporation is:

Fundación Oncológica St. Joseph R.D., Inc.

THE PRINCIPAL PLACE OF BUSINESS IS 429 DEER RUN; MIAMI SPRINGS, FL. 33166

ARTICLE II.

CORPORATE PURPOSE

The general purpose for which the Fundación Oncológica St. Joseph R.D., Inc., is formed, is to operate exclusively for such purpose as will qualify it as an exempt organization under Sections 501(c)(3) and (6) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax Law, including, for such purposes of making of distribution to organizations qualifying as tax-exempt organizations under that code.

The purpose for which the Articles of Incorporation was organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding states Internal Revenue law.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding States Internal Revenue tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE III**MEMBERSHIP**

Membership in this Corporation shall be as provided for in the Bylaws of the Corporation. The manner of election of Directors shall be stated in the Bylaws.

ARTICLE IV.**DURATION**

This Corporation shall have perpetual existence.

ARTICLE V.**MANAGEMENT**

Management shall be conducted as provided for in the Bylaws.

ARTICLE VI.**INITIAL OFFICERS AND DIRECTORS**

The names and street addresses of the officers and directors who are to manage all of the affairs of the Corporation until the first annual meeting are:

Ms. Quisqueya Damiron Vda. Alba - United States Representative for the Foundation
1469 Cammelia Circle
Weston, FL 33326

Dr. Felix Forestieri - President
429 Deer Run
Miami Springs, FL 33166

Dr. Lucila Joseph - Vice President
470 Biltmore Way 1W
Coral Gables, FL 33134

Maricela Nunez de Skupin - Vice President
5757 Collins Avenue
Apartment 501
Miami Beach, FL 33140

Daija Arias - Vice President
10360 USA-Today Way
Miramar, FL 33025

Rafael Calderon - Secretary
1011 SW 67 Avenue
Miami, FL 33144

Dr. Angelica Floren - Human Resources
1067 SW 86th Court
Miami, FL 33144

Dr. Yadina Morel - Vice President of Human Resources
780 NW 42nd Avenue
Suite 521
Miami, FL 33126

Dr. Rafael Morel - Treasurer
C/O Dr. Felix Forestieri
429 Deer Run
Miami Springs, FL 33166

ARTICLE VII.

APPOINTMENT OF GENERAL COUNSEL

The Board shall have the authority to appoint, at its discretion, and from time to time, General Counsel for the Corporation.

ARTICLE VIII.

AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Articles of Incorporation of this Corporation shall be amended or additional provisions added or adopted by a two-thirds (2/3) vote of the members of the Executive Committee present at any meeting thereof provided that notice thereof, which shall include the text of the change of Articles of Incorporation, has been furnished in writing to each voting member of the Corporation at least ten (10) days prior to the meeting date at which time the

proposed amendment or addition to the Articles of incorporation shall be voted upon, followed by the compliance with the Florida Statutes regarding amendments to articles of incorporation of not-for-profit corporation.

ARTICLE IX.

INCORPORATOR

The name and street address of the incorporator to this Corporation is as follows.


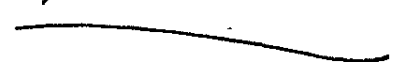
Ms. Quisqueya Damiron Vda. Alba
1469 Cammelia Circle
Weston, FL 33326

ARTICLE X.

REGISTERED OFFICE AND REGISTERED AGENT

The above - named incorporator, desiring to organize this Corporation under the law of the State of Florida, hereby designates the Corporation's Registered Office to be located at: 429 Deer Run, Miami Springs, FL 33166, and hereby designates and appoints Dr. Felix Forestieri, as Registered Agent of the corporation, to accept service of process within the State, to serve in such capacity until the successor is selected and duly designated as provided for in the Bylaws. The above is also the mailing address for the corporation.

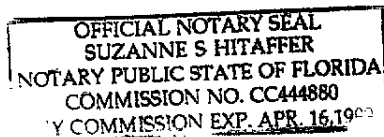
IN WITNESS WHEREOF, the undersigned, as the Incorporator has executed the foregoing Articles of Incorporation as of the 5 day of MAY, 1998.


By: 
Ms. Quisqueya Damiron Vda. Alba
Incorporator 

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared Dr. Quisqueya Damiron Vda. Alba, the Incorporator, known to me or provided the following identification: FDL# D410-704-24-752-0 and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation.

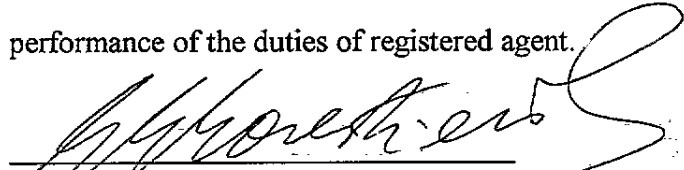
WITNESS my hand and official seal at Dade County, Florida this 5 day of MAY, 1998.



Notary Public 
My Commission Expires: 4-16-99

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named a registered agent for the Corporation in the foregoing Articles of Incorporation, I, Dr. Felix Forestieri, hereby agree to accept service of process of said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.


Dr. Felix Forestieri

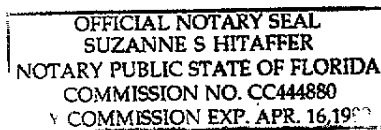
STATE OF FLORIDA
COUNTY OF DADE

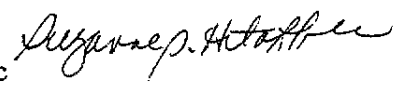
BEFORE ME, a Notary Public, personally appeared Dr. Felix Forestieri, President and Registered

Agent, the Incorporator, known to me or provided the following identification: ^{FDL #} F-623-245-37-247-0

and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Dade County, Florida this 5 Day of MAY, 1998




Notary Public

My Commission Expires:

4-16-99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM 2:00