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July 28, 1998

State of Florida
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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Dear Sirs:


Enclosed please find an original and one copy of the Articles of Incorporation of the International Institute for Ambulatory Care, Inc., a new Florida, not-for-profit corporation, and a check in the amount of \$122.50. Please send a certified copy of these Articles for our files when available.

If you require additional information, please call me at (407)898-4427.

Thank you. Your assistance is appreciated.

Very truly yours,

HOME HEALTH CARE SERVICES, INC.

By: 
N. Lois Adams, C.Ph., M.B.A.
President/CEO

FILED
98 JUL 29 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-7-31-98

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL INSTITUTE FOR
AMBULATORY CARE, INC.**

FILED
98 JUL 29 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purposes of forming a Corporation Not-For-Profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be the **International Institute for Ambulatory Care, Inc.**

ARTICLE II - PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be 633 East Colonial Drive, Orlando, Florida 32803.

ARTICLE III - TERM OF EXISTENCE

The term of existence of the corporation shall be perpetual, unless sooner dissolved by law, commencing on the date these articles are filed with the Secretary of State.

ARTICLE IV - ORGANIZATION

This is a corporation not-for-profit, organized under Chapter 617, Florida Statutes. This corporation has been organized for the purpose of providing education, conducting research,

and any such other enterprises which may be permitted under law.

Upon dissolution or liquidation of the corporation, all assets of the corporation shall be contributed to one or more charitable or scientific institutions described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future Internal Revenue laws) to further the purposes for which this corporation was formed.

ARTICLE IV - MEMBERSHIP

This corporation shall not be authorized to issue shares of capital stock, but is organized on a membership basis. The qualification and manner of admission of members of the corporation shall be as set forth in the By-Laws of the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation shall be:

633 East Colonial Drive, Orlando, Florida 32803

The name of the initial registered agent of this corporation at that address shall be:

N. Lois Adams

ARTICLE VI - INITIAL BOARD OF TRUSTEES

A. This corporation shall be managed by a Board of Trustees. The number of trustees may either be increased or diminished from time to time by the By-Laws, but shall never be less than three (3).

B. The name and address of the initial Trustees of this corporation are as follows:

N. Lois Adams

Louis C. Murray, M.D.

Richard Johnson

Jeanne Barkheimer

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any and all present or any and all past officers and directors to the fullest extent permitted by law.

ARTICLE VIII - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

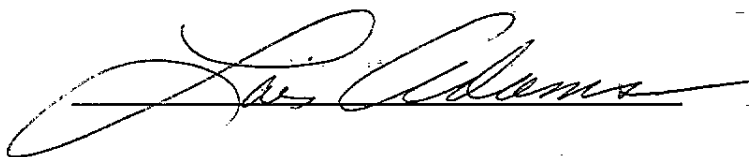
ARTICLE IX - BY- LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Trustees and the voting members.

ARTICLE X - PROHIBITED ACTIVITIES

If this corporation should, at any time, be determined to be a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, including corresponding provisions of any subsequent federal tax laws, then all of the restrictions and requirements imposed by Florida Statutes 617.0105 on a "private foundation" shall apply to this corporation as if fully set forth in these Articles.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of July, 1998.

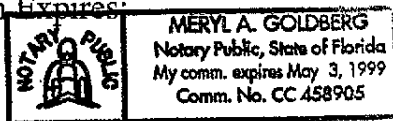
A handwritten signature in cursive script, appearing to read "N. Lois Adams", is written over a horizontal line.

N. Lois Adams

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority appeared N. Lois Adams and here executed the foregoing Articles of Incorporation.

My Commission Expires:



Meryl A. Goldberg
NOTARY PUBLIC

July 2, 1998
DATE

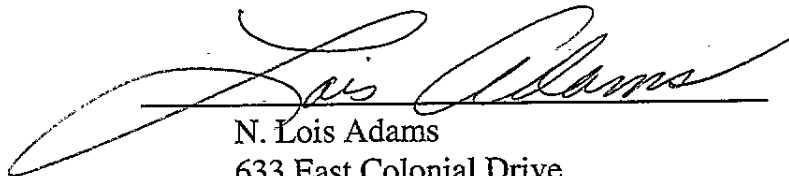
REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That **Internationa Institute for Ambulatory Care, Inc.**, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 633 East Colonial Drive, Orlando Florida 32803 has named N. Lois Adams as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further state that I am familiar with §607.0501, Florida Statutes.



N. Lois Adams
633 East Colonial Drive
Orlando, FL 32803
(407)898-4427

DATED: July 1, 1998

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL 29 AM 11:44

FILED