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ATTORNEYS AT LAW

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January 31, 1995

File No. 16266.0001

VIA UPS NEXT DAY AIR

Secretary of State  
Corporate Records Bureau  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Articles of Amendment for Health One, Inc.  
Articles of Incorporation

Dear Sir/Madam:

Pursuant to the enclosed Articles of Amendment, Health One, Inc., a Florida corporation, will be renamed Health-Med Clinic, Inc., and the number of authorized shares and par value of such shares will change. I have also enclosed Articles of Incorporation for a new corporation, which will take the name Health One, Inc. and the fees required to form this new corporation. Please ensure that Health One, Inc. is renamed Health-Med Clinic, Inc. and that the newly formed corporation is named Health One, Inc. Please also note that the principals of the corporations are the same; therefore, the relinquishment of the Health One name to the new Corporation should not be problematic.

Enclosed are the following:

- A. The Articles of Amendment of Health One, Inc. and a check in the amount of Ninety-Six Dollars and Twenty-Five Cents (\$96.25), in payment of the following for such company:

1. The filing fee for the Articles of Amendment

7777 Glades Road  
Boca Raton, Florida 33434  
(407) 483-7000  
Telecopy (407) 483-7321

First Florida Bank Tower  
215 South Monroe Street  
Tallahassee, Florida 32301  
(904) 661-6610  
Telecopy (904) 661-9782

390 North Orange Avenue  
Orlando, Florida 32804  
(407) 639-4200  
Telecopy (407) 425-8333

Miami Center  
201 South Biscayne Blvd  
Miami, Florida 33131  
(305) 373-9400  
Telecopy (305) 373-9443

100 North Tampa  
Suite 3500  
Tampa, FL 33602  
(813) 225-3020  
Telecopy (813) 225-3030

The Reflections Office Centre  
400 Australian Avenue South  
West Palm Beach, Florida 33401  
(407) 632-3300  
Telecopy (407) 655-1100

9002nd Coast Blvd  
Suite 120  
Stuart, Florida 34904  
(888) 263-3000  
Telecopy (407) 283-0422

DMC  
2/7/95

FILED  
93 FEB -2 PM 4:00  
TALLAHASSEE, FLORIDA  
STATE DEPARTMENT OF STATE

Secretary of State  
January 31, 1995  
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- |    |   |                |
|----|---|----------------|
| 2. | One (1) certified copy of the Amendment | 52.50          |
| 3. | A Certificate of Status                 | <u>0.75</u>    |
|    |   | <u>\$96.25</u> |

B. Original and one (1) copy of the Articles of Incorporation of Health One, Inc. and a check in the amount of One Hundred and Twenty-Two Dollars and Fifty Cents (\$122.50) in payment of the following for such corporation:

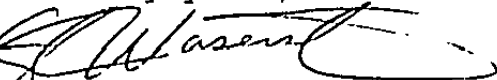
- |    |  |                 |
|----|--|-----------------|
| 1. | Certificate of Incorporation<br>filing fee     | \$35.00         |
| 2. | Certificate of Incorporation<br>certified copy | 52.50           |
| 3. | Registered Agent's fee                         | <u>35.00</u>    |
|    |  | <u>\$122.50</u> |

Please return one (1) certified copy for such company to our office in the envelope provided.

If you have any questions or comments, please do not hesitate to contact us.

Thank you for your attention to this matter.

Sincerely yours,



STEVE L. WASERSTEIN  
For the Firm

SLW/jp

Enclosure

cc: Manuel Del Castillo

BROAD and CASSEL

FILED

ARTICLES OF INCORPORATION

95 FEB -2 PM 4:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

HEALTH ONE, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be HEALTH ONE, INC.

ARTICLE II

NATURE OF BUSINESS

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

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$0.01 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.

## ARTICLE V

### ADDRESS

The initial street address of the principal office of this corporation in the State of Florida shall be 1990 Southwest 27th Avenue, Suite 300, Miami, Florida 33145.

## ARTICLE VI

### REGISTERED AGENT

The Registered Agent of this corporation shall be

Manuel Del Castillo  
1990 Southwest 27th Avenue, Suite 300  
Miami, Florida 33145

## ARTICLE VII

### DIRECTORS

The number of directors may increase or diminish from time to time, by Bylaws adopted by the Stockholders.

## ARTICLE VIII

### INITIAL DIRECTORS

The name and address of the members of the initial Board of Directors shall be:

<u>Name</u>	<u>Address</u>
Jose A. Perez	1990 Southwest 27th Avenue Suite 200 Miami, FL 33145
Roberto Rodriguez	1990 Southwest 27th Avenue Suite 300 Miami, FL 33145
George Nuñez	1990 Southwest 27th Avenue Suite 300 Miami, FL 33145

Orestes Fernandez

1990 Southwest 27th Avenue  
Suite 200  
Miami, FL 33145

Jose R. Llanes

1990 Southwest 27th Avenue  
Suite 200  
Miami, FL 33145

Manuel Del Castillo

1990 Southwest 27th Avenue  
Suite 300  
Miami, Florida 33145

#### ARTICLE IX

#### INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

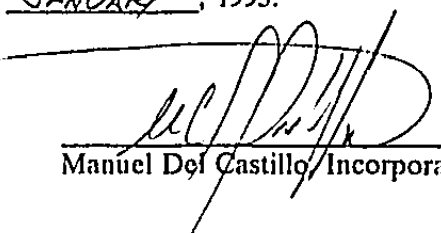
Manuel Del Castillo  
1990 Southwest 27th Avenue, Suite 300  
Miami, Florida 33145

#### ARTICLE X

#### AMENDMENT

The Corporation may amend the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27 day of JANUARY, 1995.

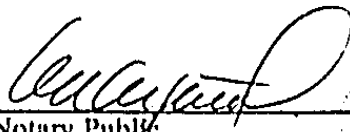
  
\_\_\_\_\_  
Manuel Del Castillo/Incorporator

STATE OF FLORIDA

COUNTY OF DADE

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Manuel Del Castillo, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,  
in the state and county aforesaid, this 27th day of JANUARY, 1995.

  
\_\_\_\_\_  
Notary Public,  
State of Florida at Large

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES OCT. 22, 1995  
BONDED THRU GENERAL INS. UND

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.


1. The name of the corporation is: HEALTH ONE, INC.
2. The name and address of the registered agent and office is:

Manuel Del Castillo  
1990 Southwest 27th Avenue, Suite 300  
Miami, Florida 33145

By:   
Manuel Del Castillo, Incorporator

Dated this 27th day of January, 199 5.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

  
Manuel Del Castillo

Dated this 27th day of January, 199 5