

LAW OFFICES
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P95000045544

June 5, 1995

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*****70.00 *****70.00

VIA FEDERAL EXPRESS

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

Re: Healthnet Maritime Services . . Inc.

Dear Sir/Madam:

Enclosed herewith please find two original sets of the Articles of Incorporation for the above-captioned corporation along with our check in the amount of \$70.00.

Thank you for your cooperation on this matter and, if you have any questions, please call.

Very truly yours,

Judith Kenney

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JUN 13 1995 BSB

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ARTICLES OF INCORPORATION
OF

HEALTHNET MARITIME SERVICES II, INC.

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MADE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

HEALTHNET MARITIME SERVICES II, INC.

(hereinafter the "Corporation").

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$0.10 per share.

ARTICLE V

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

Rossz Fiu Corporation
701 Brickell Avenue, Suite 1200
Miami, Florida 33131

ARTICLE VI

The Corporation shall have two directors initially. The name and address of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Ismael Roque-Velasco	999 Ponce de Leon Blvd. Suite 40 Coral Gables, FL 33134
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Isabel Garcia	999 Ponce de Leon Blvd. Suite 40 Coral Gables, FL 33134
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The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than two.

ARTICLE VII

The name and address of the incorporator of the Corporation
is:

Judith Kenney
CHEEZEM MONTELLO & KENNEY, P.A.
701 Brickell Avenue, Suite 1200
Miami, Florida 33131

ARTICLE VIII

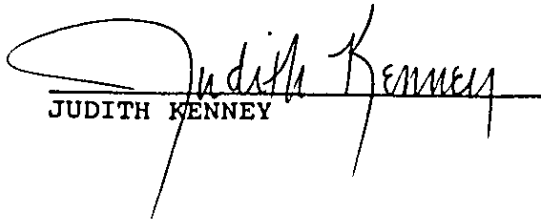
The mailing address of the Corporation's principal office
shall be:

999 Ponce de Leon Blvd., Suite 40
Coral Gables, FL 33134

ARTICLE IX

This corporation shall indemnify, and shall advance expenses
on behalf of, its officers and directors to the fullest extent not
prohibited by any law in existence either now or hereafter.

Executed at Miami, Florida this 5th day of June, 1995.


JUDITH KENNEY

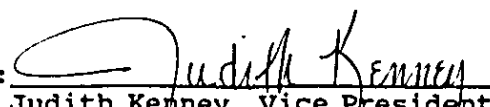
ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of HEALTHNET MARITIME SERVICES II, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 5th day of June, 1995.

ROSSZ FIU CORPORATION

By:


Judith Kenney, Vice President
Registered Agent

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