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LAW OFFICES
JEFFREY E. LEVEY, P.A.
NationsBank Tower at International Place
100 S.E. 2nd Street
Suite 1250
Miami, Florida 33131

Jeffrey E. Levey

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Telecopier: (305) 372-0863

Michele Haft Hudson

August 18, 1995

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32339

600001565030
AUG 21 1995 1055-018
****122.50 ****122.50

Re: Filing of Articles of Incorporation of
Key To Health, Inc. (the "Corporation")

Dear Sir/Madam:

In connection with the above referenced matter, I am enclosing
the following for filing with the Secretary of State:

1. Two original executed copies of the Corporation's
Articles of Incorporation; and
2. Two original executed copies of the Corporation's
Registered Agent Certificate.

Also enclosed is a check made payable to the Secretary of
State in the amount of \$122.50 to cover the cost of the following
filing fees:

- | | |
|---------------------------------|--------------|
| 1. Profit Florida Corporation | \$ 35.00 |
| 2. Registered Agent Designation | 35.00 |
| 3. Certified Copy of Articles | <u>52.50</u> |

Total Filing Fees	<u>\$122.50</u>
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Please return the certified copy of Articles of Incorporation
and Registered Agent Certificate to me in the self-addressed
stamped envelope provided for your convenience.

Thank you for your attention to these matters.

Very truly yours,

AUG 22 1995 95B

Roscina A. Ramphal
(Assistant to Jeffrey E. Levey)

/rar
Encl.

cr:\wp51\clients\state.1tr

FILED
95 AUG 21 PM 4:01

ARTICLES OF INCORPORATION
OF
KEY TO HEALTH, INC.

FILED
95 AUG 21 PM 4:01
RECEIVED STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Key To Health, Inc. (the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT

The mailing and street address of the initial registered office of this Corporation is Columbus Center, 1 Alhambra Plaza,

8th Floor, Coral Gables, Florida 33156; and the name of the initial registered agent of this Corporation is Carl Hochheiser.

ARTICLE V - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of this Corporation is 99 Harbor Drive, Key Biscayne, Florida 33149.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) initial directors. The number of directors may be either increased or decreased from time to time as provided in the Corporation's Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

Carl Hochheiser
99 Harbor Drive
Key Biscayne, Florida 33149

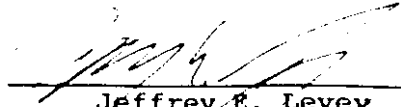
Norma T. Hochheiser
99 Harbor Drive
Key Biscayne, Florida 33149

ARTICLE VII - INCORPORATOR

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

Jeffrey E. Levey, Esquire
Jeffrey E. Levey, P.A.
NationsBank Tower at International Place
100 S.E. 2nd Street
Suite 1250
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of August, 1995.



Jeffrey E. Levey
Incorporator

CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

W I T N E S S E T H:

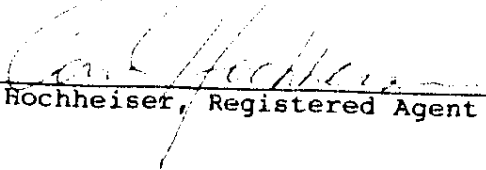
That Key To Health, Inc. (the "Corporation"), desiring to organize under the laws of the State of Florida, has named Carl Hochheiser as its agent to accept service of process within this state.

Columbus Center
1 Alhambra Plaza
8th Floor
Coral Gables, Florida 33156

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and 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 Section 607.0505, Florida Statutes.

Dated this 17 day of August, 1995.



Carl Hochheiser, Registered Agent