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TO: DIVISION OF CORPORATIONS

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STATE OF FLORIDA

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CADUCEUS ORIM HEALTH CORPORATION

FAX AUDIT NUMBER: H96000002299

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This instrument prepared by:

Gary Silberman, Esq.
Law Offices of Jones & Silberman, P.A.
300-71 Street, Suite #405
Miami Beach, FL 33141
305-866-7621

**ARTICLES OF INCORPORATION
OF
CADUCEUS PRIMA HEALTH CORPORATION**

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name of the Corporation is CADUCEUS PRIMA HEALTH CORPORATION

ARTICLE II - CORPORATE DURATION

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon filing hereof, pursuant to F.S. §607.0203 (1991).

ARTICLE III - PURPOSE AND POWERS

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to any other business of the Corporation.

ARTICLE IV - CAPITALIZATION

The aggregate number of shares the Corporation is authorized to issue is 1000. Such shares shall be of a single class and shall be without par value.

ARTICLE V - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 9877 Pines Blvd., Pembroke Pines, FL 33024, and the name of its initial registered agent at such address is Antonio H. Wong. The principal office and mailing address of the corporation is 9877 Pines Blvd., Pembroke Pines, FL 33024.

ARTICLE VI - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation are three. The names and addresses of the persons who are to serve as members of the initial Board of Directors are as follows:

Antonio H. Wong, M.D.
9877 Pines Blvd.
Pembroke Pines, FL 33024

GARY SILBERMAN, ESQ.
FBN. 0885230
300 71st STREET #405
MIAMI BCH., FL 33141
(305) 866-7621

PAGE 1

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Juan Francisco Artega, M.D.
9877 Pines Blvd.
Pembroke Pines, FL 33024

Fernando Heparza, M.D.
9877 Pines Blvd.
Pembroke Pines, FL 33024

ARTICLE VII. - INCORPORATORS

The name and address of the incorporator is:

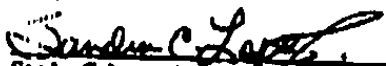
Antonio H. Wong, M.D.
9877 Pines Blvd.
Pembroke Pines, FL 33024

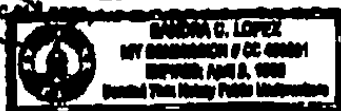
IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation at Miami Beach, Florida on the 15th day of February, 1996.


ANTONIO H. WONG, M.D.

STATE OF FLORIDA:
SS.
COUNTY OF DADE:

The foregoing instrument was acknowledged before me this 15th day of February, 1996, by ANTONIO H. WONG, M.D., who has produced his Florida Driver's License as identification and who did take an oath.

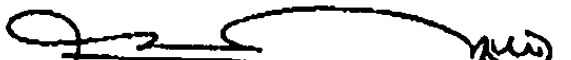

Sandra C. Lopez, Notary Public
State of Florida
My commission expires:



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TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


ANTONIO H. WONG, M.D.

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