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BERGER & DAVIS, P.A.
ATTORNEYS AT LAW

Fort Lauderdale

May 8, 1996

VIA OVERNIGHT DELIVERY

Ms. Elizabeth Moss
Berger & Davis, P.A.
215 S. Monroe Street, #804
Tallahassee, Florida 32301

Re: Intermed of Palm Beach, Inc.
Our File No. 9999.079

Dear Elizabeth:

Enclosed are duplicate original Articles of Incorporation for the above proposed corporation. Please file same on Thursday, May 9, 1996, and return a certified copy to me via Federal Express. Also enclosed is a check in the amount of \$122.50.

Thank you for your assistance.

Sincerely,

BERGER & DAVIS, P.A.

Robin L. Goldston
Robin L. Goldston
Legal Assistant

Encs.

cc: Ms. Chantal Bray (w/enc. via facsimile)
Nick Jovanovich, Esq.

RECEIVED
FEDERAL EXPRESS
MAY 9 1996

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FILED

SAB
5/9/96
Call when
Ready
933-1386

ARTICLES OF INCORPORATION
OF
INTERMED OF PALM BEACH, INC.
A FLORIDA CORPORATION

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The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Intermed of Palm Beach, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

c/o ReJean LaPierre, MScC, CGA
7800 W. Oakland Park Blvd., Building G
Sunrise, Florida 33351

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 N.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is Nick Jovanovich.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
CHANTAL BRAY	c/o ReJean LaPierre, MScC, CGA Building G 7800 W. Oakland Park Blvd Sunrise, Florida 33351
JOEL PANZER, M.D.	c/o ReJean LaPierre, MScC, CGA Building G 7800 W. Oakland Park Blvd Sunrise, Florida 33351

BILGA ATTAR, M.D.

c/o ReJoan LaPierro, MSoc, CGA
Building G
7800 W. Oakland Park Blvd
Sunrise, Florida 33351

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
NICK JOVANOVIH	100 N.E. 3rd Ave., #400 Fort Lauderdale, FL 33301

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of May, 1996.



NICK JOVANOVIH
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

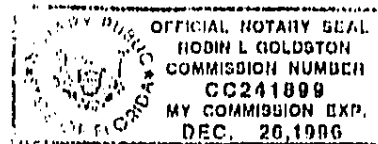
Sworn to and subscribed before me this 8th day of May, 1996,
by NICK JOVANOVIH.

(X) Personally known to me; or

() Produced Identification; Type of Identification produced
_____.

NOTARY PUBLIC:

Sign: _____
Print Name: Robin L. Goldston
Commission No.: CC241899
My Commission Expires: 12/26/96



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of INTERMED OF PALM BEACH, INC., as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of INTERMED OF PALM BEACH, INC.

Date: May 8, 1996

NICK JOVANOVIH
Initial Registered Agent

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BROWARD COUNTY
FLORIDA