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G. RICHARD CHAMBERLIN, P.A.
ATTORNEY & COUNSELOR AT LAW
6044 B. E. AGNEW ROAD
POST OFFICE BOX 3370
BELLEVUE, FLORIDA 34421-3370
(804) 248-6044

MEMBER OF
FLORIDA AND GEORGIA BARS

FILED
JUL 25 1996
TELECOPIER
(804) 248-6188

July 25, 1996

SECRETARY OF STATE
CORPORATE DIVISION
P. O. Box 6327
TALLAHASSEE, FL 32314

600001907126
-07/30/96--01005--012
*****70.00 *****70.00

RE: TRANSAMERICA MEDICAL SERVICES, INC.

Gentlemen:

Enclosed herewith find an original and one copy of the above Articles of Incorporation for Corporation for Profit, along with our check in the amount \$70.00 for costs of filing of same.

Please note page two, the registered office and registered agent is listed.

Also, enclosed please find a self addressed and stamped envelope provided for your convenience in returning the conformed copy.

Thank you for your kind attention in this matter.

Very truly yours,

GRC/EC
G. RICHARD CHAMBERLIN
7/30/96
TB

GRC/ap
Enclosure

**ARTICLES OF INCORPORATION
OF
TRANSAMERICA MEDICAL SERVICES, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH:

**ARTICLE I
NAME**

The name of the Corporation is:

TRANSAMERICA MEDICAL SERVICES, INC.

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 7,500 shares of Common Stock, One Dollar par value.

**ARTICLE V
QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of stockholders.

ARTICLE VI
PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's principal office is 387 Willow Green Drive, Orange Park, Florida 32073. The street address of the initial registered office of this Corporation is 6044 S.E. Agnew Road, Belleview, Florida 34421-3370, and the name of the initial registered agent of this corporation at such address is G. Richard Chamberlin.

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION FOR PROFIT AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial directors of the corporation is as follows:

Michelle C. Banks
387 Willow Green Drive
Orange Park, Florida 32073

Clifford M. Coucy
1244 U.S. 441
Belleview, Florida 34420

ARTICLE VIII
INCORPORATOR

The name and addresses of the Corporation's incorporator is:

Clifford M. Coucy
1244 U.S. 441
Belleview, Florida 34420

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter

enacted.

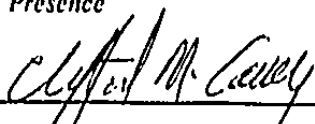
**ARTICLE X
LIMITATION ON STOCKHOLDER SUITS**

Stockholders shall not have a cause of action against the Corporation's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

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IN WITNESS WHEREOF, we have subscribed our names this 25th day of July, 1996.

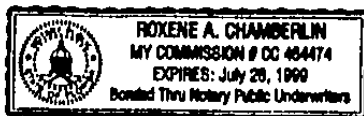
Signed, Sealed & Delivered In Our Presence

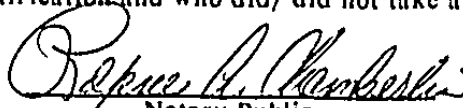


Clifford M. Couey
Incorporator

STATE OF FLORIDA)
COUNTY OF MARION) ss.:

THE FOREGOING INSTRUMENT was acknowledged before me, on the 25th day of July, 1996, by Clifford M. Couey, , who is personally known to me or who produced _____ as identification and who did/ did not take an oath.





Notary Public

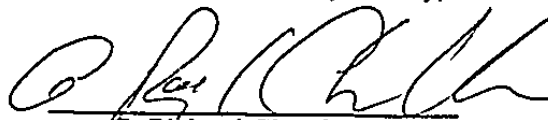


Print Name

commission expiration:
commission No.:

95 JUL 26 19:55
TALLAHASSEE, FLORIDA

Acceptance by Registered Agent this 25th day of July, 1996.



G. Richard Chamberlin
Registered Agent

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

TRANSAMERICA MEDICAL SERVICES, INC.
(must include suffix)

2. The name and address of the registered agent and office is:

G. RICHARD CHAMBERLIN
(NAME)

6044 SE AGNEW ROAD
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

BELLEVIEW, FL 34420
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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 registered agent.

G. R. Chamberlin
(SIGNATURE)

7/25/96
(DATE)

FILED
JUL 29 AM 9:55
TALLAHASSEE, FLORIDA