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DIVISION OF CORPORATION

SEPTEMBER 24, 1996

SECRETARY OF STATE
CORPORATION DIVISION
409 EAST GAINES STREET
TALLAHASSEE, FLORIDA

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RE: OPTIMA HEALTHCARE NETWORK OF SOUTH FLORIDA
A FLORIDA CORPORATION

GENTLEMEN:

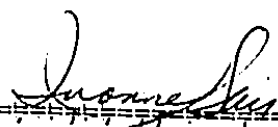
ENCLOSED PLEASE FIND

1. CASHIER'S CHECK IN THE AMOUNT OF \$122.50
to cover,

- a. filing fee \$70.00
- b. certified copy \$55.50

PLEASE RETURN TO THIS OFFICE A CERTIFIED COPY
FOR OUR RECORDS.

SINCERELY,
OPTIMA HEALTHCARE NETWORK
OF SOUTH FLORIDA
3729 SW 8 St. #114-116
Coral Gables, Fl. 33134
(305) 448-3838


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Altigracia I. Sau

Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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wait
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

OPTIMA HEALTHCARE NETWORK OF SOUTH FLORIDA, INC.

WE, the undersigned, heroby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunity of a corporation for profit.

ARTICLE 1 NAME

The name of this corporation shall

OPTIMA HEALTHCARE NETWORK OF SOUTH FLORIDA, INC.
3729 S.W. 8TH ST. SUITE 114-116
CORAL GABLES, FLORIDA 33134

ARTICLE 11 DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE 111 PURPOSE

The general nature of the business and objects and purposes to be transacted by this corporation shall be:

to engage in any lawful activity or business permitted under the law of the United States of America and of the State of Florida.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is to be 500 SHARES OF COMMON STOCK having a par value of \$1.00 per share. The consideration for the issuance of shares of this corporation shall be paid in whole or in part, in lawful money of the United States of America, property (tangible or intangible) or labor or services actually performed for the corporation; PROVIDED HOWEVER, that where said stock is paid for in or by property, labor or services the just value thereof shall be fixed by agreement of the shareholders or by the Board of Directors pursuant to authority delegated by the shareholders. Neither promissory notes or future services shall constitute payment or part payment for the issuance of shares of the corporation.

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ARTICLES OF INCORPORATION

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series of that which is already holds, shall have the right to purchase his prorata share thereof (as nearly as may become without the issuance of fractional shares) at the price at which it is offered to others).

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

9301 S.W. 4TH ST. #214
Miami, Florida 33174

The name of the initial registered agent of this corporation at that address is:

ALTAGRACIA IVONNE SAU

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one director, initially. The number of directors may be either increased or diminished from time to time by the shareholders, without amending the By-Laws, but shall never be less than one. Directors may be removed by the shareholders, with or without cause. All directors may be notified or special meetings and must be present at regular meetings. The name and street address of the initial director of this corporation is:

MARTA PALOMO

5725 MICHELANGELO STREET,
CORAL GABLES, FLORIDA 33146

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ARTICLES OF INCORPORATION

ARTICLE VIII INITIAL OFFICERS:

The initial officers of this corporation shall be as follow:

MARTA PALOMO	President	5725 MICHELANGELO STREET, CORAL GABLES, FLORIDA 33146
ALTAGRACIA I. SAU	Treasurer	9301 SW 4 St. #214 Miami, Florida
AMANDA TAMAYO	Secretary	2871 S.W. 38 CT. Miami, Florida 33134

ARTICLE IX INCORPORATION

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

Altagracia I. Sau
9301 SW 4 St. #214
Miami, Florida 33174

ARTICLE X BY LAWS

The by-laws of the corporation may be adopted, alternated, amended or repealed by the Board of Directors with the approval of the shareholders.

ARTICLE XI MANAGEMENT

All corporate power shall be exercised by or under the authority and the business affairs of this corporation and shall be managed under the direction of the shareholders of this corporation, or as delegated to the Board of Directors.

ARTICLE XII REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall only be reduced by action of the shareholders where such reduction is accompanied by action requiring or constituting an amendment of the Articles of Incorporation.

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ARTICLES OF INCORPORATION

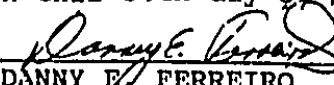
ARTICLE XIII CALLING SPECIAL MEETINGS

The call for Special Meetings of shareholders shall be issued by the Secretary, unless the Board of Directors or shareholders requesting the meetings shall designate another person. Special meetings of the shareholders shall be held when directed by a Director of this corporation of any shareholder holding not less than 10% of all the shares entitled to vote at the meeting or as provided in accordance with the by-laws of this corporation.

ARTICLE XIV AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

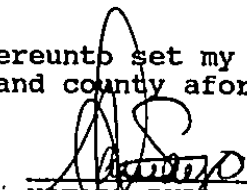
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of September, 1996.


DANNY E. FERREIRO

STATE OF FLORIDA)
: SS.
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared, DANNY E. FERREIRO, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 24th day of September, 1996.


NOTARY PUBLIC

MY COMMISSION EXPIRES:

AMANDA TAMAYO
Notary Public, State of Florida
My Comm. expires Nov 28, 1997
No. GC332541

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ARTICLES OF INCORPORATION

HAVING BEEN named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



ALTAGRACIA IVONNE SAU

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96 SEP 24 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA