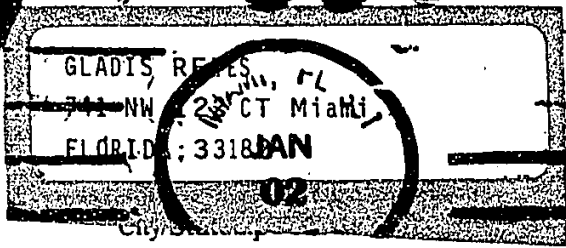


P97000203242



900002048919--2
 -01/07/97--01135--016
 ****123.50 ****123.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Helen Medical Services Inc
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

EFFECTIVE DATE
1-7-97

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 97 JAN - 6 PM 1:09
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

[Handwritten signature and initials]

Examiner's Initials	
---------------------	--

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 JAN -6 PM 1:09

FILED

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

The name of the Corporation is HELEM MEDICAL SERVICES, INC.

ARTICLE II

The Corporation is to commence its corporate existence on the date of subscription and acknowledgment of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

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

ARTICLE IV

The Corporation is authorized to issue 100 shares of stock having an initial par value of \$1.00 a share.

Each outstanding share, regardless of class, shall be entitled to (1) one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued thereof, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V

All corporate powers shall be exercised by and under the authority of, and the business of affairs of the corporation shall be managed under the direction of, the board of directors.

GLADIS REYES · SS: 591-41-7891
741 NW 122 CT
Miami, Florida: 33182

EFFECTIVE DATE
1-1-57

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have (2) two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The names and the street addresses of the initial directors who shall hold office until their successors, who shall be chosen at first meeting of the stockholders have qualified shall be:

- a) GLADIS REYES 741 NW 122 CT Miami, Florida:33182
- b)

ARTICLE VI

The Corporation shall indemnify any present or former officer or director, or person exercising powers or duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, repeal bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE IX

The name and address of the incorporators of these articles of incorporation are:

- a) GLADIS REYES 741 NW 122 CT Miami, Florida:33182
- b)

ARTICLE X

The street address of the initial registered agent is 741 NW 122 CT Miami, FL:33182, and the name of the initial registered agent of the corporation at that address is HELEM MEDICAL SERVICES, INC.

GLADIS REYES

" I HEREBY AM FAMILAR WITH AND ACCEPT THE DUTIES
AND RESPONSIBILITIES AS REGISTERD AGENT FOR SAID CORPORATION"

CORPORATION:HELEM MEDICAL SERVICES,INC.

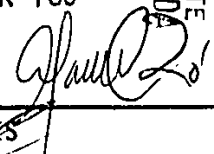
AGENT SIGNATURE  _____
GLADIS REYES

ADDRESS OF CORPORATION: 741 NW 122 CT Miami,Florida:33182

MAILING ADDRESS IS: 7331 Coral Way Suite 265 Miami,Fla:33

FILED
97 JAN - 6 PM 1:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THANK YOU

X  _____
GLADIS REYES

My COMMISSION EXPIRES:

X _____
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



IN WITNESS WHEREOF, the undersigned, as incorporators, hereby execute these articles of incorporation this ONE day of JANUARY, 1997

Raul Rodriguez
WITNESS
Luis Reyes
WITNESS

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Raul A. Rodriguez and Luis L. Reyes known to me and known to me to be the persons who executed the foregoing articles of incorporation and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this ONE day of JANUARY 1997

[Signature]
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

