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ARTHUR J. LEBELL, P.A.

ATTORNEYS AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DADE OFFICE
900 Bay Drive
Suite 822
Miami Beach, Fl 33141
Tel: 1-800-484-5499-3090

January 30, 1997

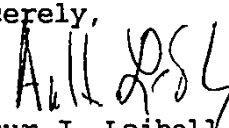
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Wound Care Consultants and Management, Inc.

Dear Sir or Madam:

We enclose the original and one copy of the Articles of Incorporation of the above-captioned Corporation for filing along with our check in the amount of \$122.50 made payable to the Florida Secretary of State and request that the certified copy of the Articles of Incorporation be forwarded back to this office as the registered agent and counsel for the Corporation.

Sincerely,


Arthur J. Leibell

AJL:dd

Encls.

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ARTICLES OF INCORPORATION
OF
WOUND CARE CONSULTANTS AND MANAGEMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FIRST: The name of the corporation is Wound Care Consultants and Management, Inc. (the "Corporation").

SECOND: The aggregate number of shares which the Corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$0.01 par value.

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

FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is four (4) and the name and address of the person who is to serve as the initial directors are:

Sandra Klapot
900 Bay Dr. #814
Miami Beach, Fl. 33141

Jan Gudgel
900 Bay Dr. #814
Miami Beach, Fl. 33141

Naida Johnson
900 Bay Dr. #814
Miami Beach, Fl. 33141

Roberta Johnson
900 Bay Dr. #814
Miami Beach, Fl. 33141

FIFTH: The name and address of the incorporator, the street address of the Corporation's initial registered office and the name of its initial registered agent at that office are:

Arthur J. Leibell
5100 Town Center Circle
Suite 330
Boca Raton, Florida 33486

SIXTH: The address of the principal office and the mailing address of the corporation is:

900 Bay Drive, #814
Miami Beach, Florida 33141

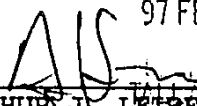
SEVENTH: The Corporation elects not to be governed by Section

607.0901 of the Florida Business Corporation Act.

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DATED: January 24, 1997.

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ARTHUR J. LEIBELL
Incorporator and Initial
Registered Agent

STATE
OFFICE OF THE
CLERK OF THE
SUPREME COURT
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned registered agent for Wound Care Consultants and Management, Inc. hereby accepts such appointment and is familiar with, and accepts the obligations of that position.



ARTHUR J. LEIBELL