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March 4, 1997

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

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Re: **Total Health Solutions Corp.**
Articles of Incorporation

Dear Sir/Madam:

Enclosed please find the following:

- o Articles of Incorporation for Total Health Solutions Corp. (original and one copy); and
- o Our trust account check in the amount \$122.50 covering the following:
 - a. Filing fee;
 - b. Registered Agent designation; and
 - c. Certified copy fee.

Please be so kind as to file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned in the self-addressed, stamped envelope provided for your convenience. Your prompt attention to this matter is appreciated.

Sincerely,

JEFFREY A. DEVORE

JAD/dk

Enclosures

FILED
STATE
DIVISION OF CORPORATIONS
97 MAR -7 AM 11:59

97 MAR 13 1997

**ARTICLES OF INCORPORATION
OF
TOTAL HEALTH SOLUTIONS CORP.**

FILED
SECRETARY OF STATE
CORPORATIONS
97 MAR -7 AM 11:59

ARTICLE I - NAME

The name of the Corporation is: **Total Health Solutions Corp.**

ARTICLE II - DURATION

This Corporation shall commence its existence on the date of filing these Articles with the Secretary of State and shall exist perpetually hereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States, the State of Florida, or any other State, Province, Territory or Nation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share. All of said stock shall be payable in cash, property (real or personal) or labor or services of just valuation to be fixed by the Board of Directors.

ARTICLE V - CUMULATIVE VOTING

Shareholders of this Corporation may vote their stocks cumulatively. Each shareholder shall have the total number of votes which is equal to the number of shares of stock with voting rights which such shareholder holds multiplied by the number of directors to be elected. The shareholder may give all of their votes to one candidate or distribute them among as many candidates as the

Total Health Solutions Corp.

shareholder may wish. Notice must be given by any shareholder to the President or Vice President of the Corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that such shareholder intends to cumulate his vote at said election.

ARTICLE VI - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

ARTICLE VII - INITIAL REGISTERED OFFICE, AGENT, AND PRINCIPAL PLACE OF BUSINESS

The street and mailing address of the initial registered office and principal place of business of this Corporation is 3900 County Line Road, Apartment 18-C, Tequesta, Florida 33468, and the initial registered agent of this Corporation at such office shall be Ross Allen Fockler, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of 2 members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number

of directors be less than 1. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Ross A. Fockler	3900 County Line Road Apartment 18-C Tequesta, Florida 33468
Grace I. Fockler	3900 County Line Road Apartment 18-C Tequesta, Florida 33468

ARTICLE IX - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Ross A. Fockler	3900 County Line Road Apartment 18-C Tequesta, Florida 33468

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and Shareholders.

ARTICLE XI - INDEMNIFICATION

This Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law either now existing or hereafter enacted. The private property of the stockholders cannot be subject to the payment of the corporate debts except as otherwise required by law.


Total Health Solutions Corp.

ARTICLE XII - AMENDMENTS

Any provision of these Articles of Incorporation or any amendment to them may be amended or repealed by vote of the Shareholders.

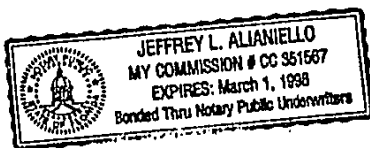
Total Health Solutions Corp.

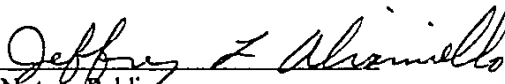
IN WITNESS HEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 17 day of February, 1997.


Incorporator

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation of **Total Health Solutions Corp.** were acknowledge
before me this 17 day of February, 1997 by Ross A. Fockler, as Incorporator.




Notary Public

My Commission Expires: 3-1-98

~~~~~**Total Health Solutions Corp.**~~~~~

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for **Total Health Solutions Corp.**, at the place designated in the Articles of Incorporation, Ross A. Fockler, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 2-17-97

  
\_\_\_\_\_  
Ross A. Fockler

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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***Total Health Solutions Corp.***