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WRITER'S DIRECT DIAL NUMBER

TRACY WEIR
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CHICAGO, ILLINOIS

March 18, 1997

Via Federal Express

Florida Department of State
Corporations Division
409 East Gaines Street
Tallahassee, FL 32399

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-03/19/97-01076--014
****122.50 ****122.50

RE: Articles of Incorporation of Total LifeStyle Care, Inc.
Corporate Name Reservation Number: R97000000774

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of Total LifeStyle Care, Inc. Kindly file the original with your office, and certify and return the enclosed copy to the undersigned. Also enclosed is a copy of the corporate name reservation acknowledgment letter we received from the Department of State confirming that the name "Total LifeStyle Care, Inc." was previously reserved by me.

In addition to the above, I have attached hereto a check in the amount of one hundred and twenty-two dollars and fifty cents (\$122.50), which covers the filing fee (\$70.00) and the request for one certified copy (\$52.50).

Should you have any questions regarding the above or the enclosed, please feel free to contact me at (202) 408-7178. Thank you for your attention to this matter.

Very truly yours,

Tracy E. Weir

Tracy E. Weir
Paralegal

Enclosures: Articles of Incorporation (original and 1 copy)
Copy of Corporate Name Reservation Acknowledgment Letter
Fees

cc: Mr. William Porro
Mr. Christopher L. White, Esq.

uq 3-25-97

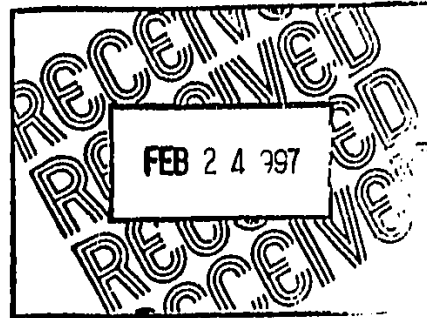


FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 17, 1997

TRACY E. WEIR
GARDNER, CARTON & DOUGLAS
1301 K STREET N.W. STE. 900 EAST TOWER
WASHINGTON, DC 20005



The name TOTAL LIFESTYLE CARE, INC. has been reserved for 120 days beginning February 17, 1997. The reservation number is R97000000774 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Emily Prine

Letter number: 597A00008297

ARTICLES OF INCORPORATION
OF
TOTAL LIFESTYLE CARE, INC.

SECRET
EXCLUDED
97 MAR 19 01 30 1

The undersigned incorporator executes these Articles of Incorporation for the purpose of forming, and does hereby form, a corporation under the Florida Business Corporation Act, F.S.A. §607.0101 *et seq.*, in accordance with the following provisions:

ARTICLE 1. Corporate Name. The name of the Corporation is Total LifeStyle Care, Inc. (the "Corporation").

ARTICLE 2. Principal Office and Mailing Address. The street address of the Principal Office of the Corporation is:

18804 N.W. 79th Way
Miami, FL 33015

The mailing address of the Corporation is:

18804 N.W. 79th Way
Miami, FL 33015

ARTICLE 3. Capitalization. The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1000) shares of common stock with a \$1.00 par value per share. The Board of Directors shall determine the consideration to be received for each share in the Corporation and shall authorize each issuance of shares. The rights, qualifications and powers of the Shareholders shall be as set forth in the Bylaws of the Corporation.

ARTICLE 4. No Preemptive Rights. No Shareholder shall have any preemptive right to subscribe to an additional issue of stock or to any security convertible into such stock.

ARTICLE 5. Registered Office and Registered Agent. The address of the Corporation's registered office in the State of Florida is 18804 N.W. 79th Way, Miami, Florida 33015. The name of its registered agent at such address is William Porro.

ARTICLE 6. Incorporator. The name and address of the Incorporator is:

Christopher L. White, Esq.
1301 K Street, NW
Suite 900, East Tower
Washington, DC 20005

ARTICLE 7. Purposes. The purposes of the Corporation are:

(a) To establish, operate and maintain a health services provider which will furnish health services to the residents of the State of Florida; and

(b) To engage in any and all lawful business purposes or enterprises for which business corporations may be organized under the Florida Business Corporation Act, and which the Board of Directors of the Corporation shall deem to be in the best interest of the Corporation, and to do all other things deemed by the Board of Directors to be necessary and desirable in connection with any of the Corporation's businesses.

ARTICLE 8. Directors. There shall be no less than three (3) directors of the Corporation (the "Board of Directors"). At all times, the actual number of the directors shall be as described in the Bylaws. The initial directors shall be:


William Porro
Martha Porro
Jose Cabrera

ARTICLE 9. Indemnification of Officers and Directors. The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify past and present officers and directors against any and all of the expenses, liabilities, or other matters referred to in, or exclusive of, any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in official capacity, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE 10. Amendment of the Bylaws by Board of Directors. In furtherance, and not in limitation of, the powers conferred by the laws of the state of Florida, the Board of Directors is expressly authorized to make, alter, amend and repeal the Bylaws of the Corporation as provided therein.

ARTICLE 11. Duration. The duration of the Corporation is perpetual.

I, THE UNDERSIGNED, for the purpose of forming a business corporation under the laws of the State of Florida, certify that the facts herein stated are true, and have accordingly hereunto set my hand.


Christopher L. White, Esq.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED INDIVIDUAL HEREBY
AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
DISCHARGE OF HIS DUTIES.

DATED THIS 12 DAY OF March, 1997.

BY: 

William Porro

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