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AME: THE PALMS COMMUNITY HEALTH CENTER, INC.

AUDIT NUMBER.....H97000004973

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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TALLAHASSEE, FLORIDA

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3/26/97
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(4)

ARTICLES OF INCORPORATION

OF

THE PALMS COMMUNITY HEALTH CENTER, INC.

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TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

I.

NAME

The name of this corporation is THE PALMS COMMUNITY HEALTH CENTER, INC. (the "Corporation"). The principal place of business and mailing address of the Corporation is 5301 Alhambra Circle, Coral Gables, Florida 33146.

II.

EFFECTIVE DATE AND DURATION

The effective date of this Corporation shall be March 25, 1997, and shall exist perpetually thereafter unless sooner dissolved according to law.

III.

PURPOSE

This Corporation is authorized to engage in every activity permitted by the law of the State of Florida.

IV.

CAPITAL

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 500 shares of common stock having a par value of \$1.00 per share.

This instrument prepared by:
Marian Garcia Peres
6356 Manor Lane - 102B
South Miami, Florida 33143
(305) 667-3375
Florida Bar No. 0383007

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EMPIRE CORPORATE KIT

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V.

BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors comprising the Board of Directors shall be set from time to time by resolution of the Board of Directors or shareholders. If the number of directors comprising the Board of Directors is set by resolution of the shareholders, the number of directors may not be varied by the Board of Directors. The Corporation shall have one director initially. The name of the initial director of the Corporation is RAFAEL R. PEREZ.

VI.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 5301 Alhambra Circle, Coral Gables, Florida 33146, and the initial registered agent of this Corporation at such office shall be Marian Garcia Perez, 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.


VII.

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Marian Garcia Perez, 5301 Alhambra Circle, Coral Gables, Florida 33146.

In witness whereof, the undersigned has executed these Articles of Incorporation on March 25, 1997.

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Marian Garcia Perez
Incorporator

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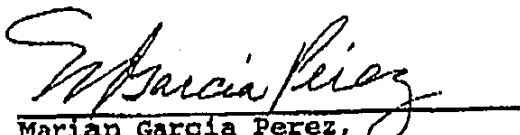
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is: THE PALMS COMMUNITY HEALTH CENTER, INC.

2. The name and address of the registered agent and the registered office is: Marian Garcia Perez, 5301 Alhambra Circle, Coral Gables, Florida 33146.

Pursuant to Sections 48.091 and 607.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of THE PALMS COMMUNITY HEALTH CENTER, INC. at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: March 25, 1997


Marian Garcia Perez,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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