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ACCOUNT NO. : 072100000032

REFERENCE : 307815 4306424

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 122.50

ORDER DATE : March 26, 1997

ORDER TIME : 9:31 AM

ORDER NO. : 307815-005

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CUSTOMER NO: 4306424

CUSTOMER: Debra Kirschner, Legal Asst
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

NAME: MEN'S MEDICAL CENTERS OF
AMERICA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

FILED
97 MAR 26 AM 10:59
STATE
TALLAHASSEE, FLORIDA

SH MAR 26 1997

97 MAR 23 PM 10:37
R-2-11-11-11

FILED
97 MAR 26 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MEN'S MEDICAL CENTERS OF AMERICA, INC.**

ARTICLE I - NAME

The name of the corporation is Men's Medical Centers of America, Inc.,
(hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all
lawful business for corporations organized under The Florida Business Corporation Act
of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the
authority to issue is 100,000,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and
subsequently acquired by the Corporation shall constitute issued but not outstanding
shares of the same class and series, until canceled or disposed of (whether by resale
or otherwise) by the Corporation. If the Board of Directors cancels any such shares,
the canceled shares shall constitute authorized and unissued shares of the same class
and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 10400 Griffin Road, Suite #208, Cooper City, Florida 33328; and the name of the initial registered agent of the Corporation at that address is Michael Carlow.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 10400 Griffin Road, Suite #208, Cooper City, Florida 33328.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors of the Corporation are as follows:

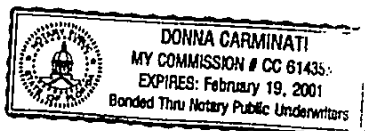
Michael Carlow, 10400 Griffin Road, Suite #208, Cooper City, FL 33328;

F.W. Ingram, 10400 Griffin Road, Suite #208, Cooper City, FL 33328.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Michael Carlow, 10400 Griffin Road, Suite #208, Cooper City, FL 33328.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25 day of ^{March}~~February~~, 1997.




Michael Carlow
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

W I T N E S S E I H:

That Men's Medical Centers of America, Inc., desiring to organize under the laws of the State of Florida, has named Michael Carlow, located at 10400 Griffin Road, Suite #208, Cooper City, Florida 33328, as its agent to accept service of process within this state.

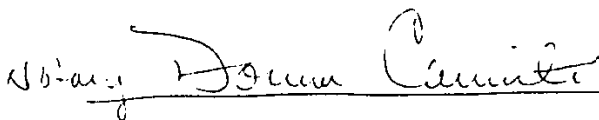
ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 25 day of ^{March}~~February~~, 1997.




Michael Carlow


Donna Carminati

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97 MAR 26 AM 10:59
TALLAHASSEE, FLORIDA
STATE