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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O.Box 6314
Tallahassee, FL 32314

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-03/31/97--01055--010
*****78.75 *****78.75

SUBJECT: TCM Physicians, Inc.

Enclosed is an original and one copy of the articles of incorporation and a check in the sum of \$ 78.75 for filing fees and a certificate of status.

df

Marcelo Lam
11930 N. Bayshore Dr. #809
N. Miami, Florida 33181
Tel: (305) 892-2230

FILED
DIVISION OF CORPORATIONS
97 MAR 31 11:10:26

df 4/2/97

97 MAR 31 AM 10:26

ARTICLES OF INCORPORATION

OF

TCM Physicians, Inc.

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

Article 1. The name of the corporation is:

TCM Physicians, Inc.

Article 2. The principal place of business and mailing address of this corporation is:

11930 N. Bayshore Dr. #809
N. Miami, Florida 33181

Article 3. The corporation is authorized to issue one class of stock, that stock being 1,000 shares of no par value, common stock, with identical rights and privileges.

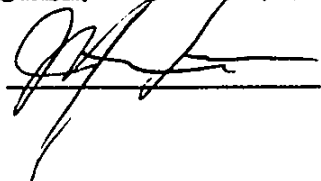
Article 4. The name and address of the initial registered agent is:

Marcelo Lam
11930 N. Bayshore Dr. #809
N. Miami, Florida 33181

Article 5. The name and street address of the incorporator to these Articles of Incorporation is:

Marcelo Lam
11930 N. Bayshore Dr. #809
N. Miami, Fl 33181

The undersigned incorporator have executed these Articles of Incorporation this 27th day of March, 1997.


_____, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 31 AM 10:26

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

for TCM Physicians, Inc.

Pursuant to section 607.0501 of Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name and address of the corporation's registered agent and registered office is:

Marcelo Lam
11930 N. Bayshore Dr. #809
N. Miami, Florida 33181

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of registered agent:  Date: 03-27-97