

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1 800 342-8062

FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

612
W97-10333

REQUEST TAKEN CONFIRMED APPROVED

DATE 5-5-97

TIME 2:37 PM CK No. _____

BY [Signature]

WALK-IN
Will Pick Up _____RE: American Therapeutic
Management Services, Inc.

FEE DISBURSED

Capital Connection™

Art. of Amend. File

Corp. Record Search

Ltr. Partnership File

Arbitration File

() Cert. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S-

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate KII

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s. Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep.

FAX () pgs.

SUBTOTALS

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 10% per AnnumTHANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 6, 1997

CAPITAL CONNECTION, INC.
POST OFFICE BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: AMERICAN THERAPEUTIC MANAGEMENT SERVICES, INC.
Ref. Number: W97000010333

We have received your document for AMERICAN THERAPEUTIC MANAGEMENT SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 697A00023703

RECEIVED
97 MAY - 6 PM 3:55

Corrected

**ARTICLES OF INCORPORATION
OF
AMERICAN THERAPEUTIC MANAGEMENT SERVICES, INC.**

FILED
97 MAY -6 PM 4:35
STATE OF FLORIDA
TALLAHASSEE

The undersigned subscribers to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of this corporation is:

AMERICAN THERAPEUTIC MANAGEMENT SERVICES, INC.

ARTICLE II: NATURE OF BUSINESS

The general nature of business and the objects and purposes to be transacted are:

1. Any activity or business permitted under the laws of the State of Florida.
2. And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the corporation or enhance the value of its properties.
3. And further, to borrow or raise money for any purpose of the company, and to secure the same and interest, or for any other purpose. To mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE HUNDRED (100) shares at \$1.00 PAR VALUE EACH SHARE.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V: ADDRESS

The initial post office address of the principal office of this corporation in the STATE of FLORIDA is:

7941 NW 2ND ST, Miami, Fl 33126

The board of Directors may from time to time move the principal office to any other address in the State of Florida, and establish branches and subsidiaries in any place within the United States.

ARTICLE VI: DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The names and post office addresses of the members of the first Board of Directors, who subject to the provisions of certificate of Incorporation, by the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporations existence, or until their successors are elected and have qualified, are:

Ramon Gonzalez
7941 NW 2ND ST
Miami, Florida 33126

PRESIDENT

Lawrence Duran
7941 NW 2ND ST
Miami, Florida 33126

VICE-PRESIDENT

Odalys Ruiz-Sanchez
7941 NW 2ND ST
Miami, Florida 33126

TREASURER/SECRETARY

ARTICLE VIII: SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefore:

Ramon Gonzalez
7941 NW 2ND ST
Miami, Florida 33126

THIRTY THREE AND ONE THIRD (33.33) SHARES

Lawrence Duran
7941 NW 2ND ST
Miami, Florida 33126

THIRTY THREE AND ONE THIRD (33.33) SHARES

Odalys Ruiz-Sanchez
7941 NW 2ND ST
Miami, Florida 33126

THIRTY THREE AND ONE THIRD (33.33) SHARES

ARTICLE IX: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is:

7941 NW 2ND ST, Miami, Florida 33126

The name of the initial registered agent of this corporation is:

Ramon Gonzalez

ARTICLE X: AMENDMENT

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a Stockholders' meeting by 100% of the stock entitled to vote thereon.

ARTICLE XI: INDEMNIFICATION

The corporation shall indemnify and save harmless any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII: INCORPORATORS

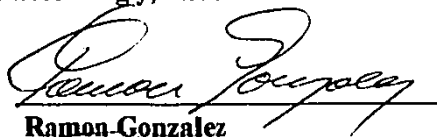
The name(s) and address(es) of the person(s) signing as incorporator(s) to these Articles of Incorporation are:

Ramon Gonzalez
7941 NW 2ND ST
Miami, Florida 33126

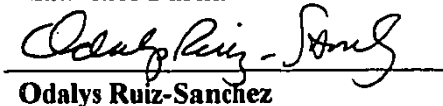
Lawrence Duran
7941 NW 2ND ST
Miami, Florida 33126

Odalys Ruiz-Sanchez
7941 NW 2ND ST
Miami, Florida 33126

WE THE UNDERSIGNED, being each and all of the original subscribers to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and outside the State of Florida, do hereby make, subscribe and acknowledge and file this certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinabove set forth as to each of us, and accordingly, have hereunto set our hands and seals this 17th day of April, 1997.


Ramon Gonzalez

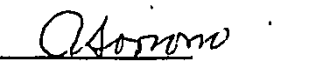

Lawrence Duran

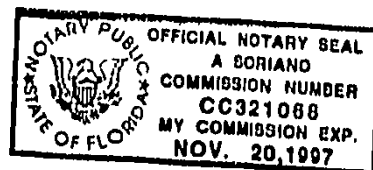

Odalys Ruiz-Sanchez

STATE OF FLORIDA)
COUNTY OF DADE)

The forgoing instrument was acknowledged and sworn to before me this 24 day of APRIL, 1997, by Ramon Gonzalez, Lawrence Duran & Odalys Ruiz-Sanchez of AMERICAN THERAPEUTIC MANAGEMENT SERVICES, INC.

(SEAL)


Notary Public
My Commission Expires:



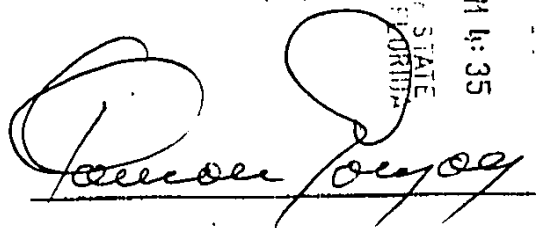
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: American THERAPEUTIC
MANAGEMENT SERVICES, Inc

2. The name and street address of the registered agent and office is: Ramon Gonzalez
7941 NW 2nd STREET
MIAMI, FL 33126

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. 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.


Ramon Gonzalez

STATE OF FLORIDA
97 MAY -6 PM 4:35
FILED