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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 411500 4310462

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 2, 1997

ORDER TIME : 10:08 AM

ORDER NO. : 411500-005

CUSTOMER NO: 4310462

CUSTOMER: Bonnie Callahan, Legal Asst
STUART S. ROSENTHAL, P.A.

Suite 101
555 Southwest 12th Avenue
Pompano Beach, FL 33069

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****122.50 ****122.50

DOMESTIC FILING

NAME: INTERNATIONAL HEALTH SYSTEMS,
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: Paula K. Kendrick

EXAMINER'S INITIALS:

RECEIVED
97 JUN -2 AM 11:23
DIVISION OF CORPORATION

1 JUN -2 97

ARTICLES OF INCORPORATION
OF
INTERNATIONAL HEALTH SYSTEMS, INC.

***** FLORIDA

ARTICLE I - NAME

The name of this corporation is INTERNATIONAL HEALTH SYSTEMS, INC.

ARTICLE II - DURATION

This corporation has perpetual existence unless otherwise specified in the Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL OFFICE ADDRESS OF CORPORATION

The street address of this corporation is 3323 West Commercial Boulevard, Suite 111, Fort Lauderdale, FL 33309.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 555 S.W. 12th Avenue, Suite 101, Pompano Beach, FL 33069-3505, which will change as of June 23, 1997 to 404 East Atlantic Boulevard, Suite 101, Pompano Beach, FL 33060 and the name of the initial Registered Agent of this corporation at that address is STUART S. ROSENTHAL, ESQ.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

NAME	ADDRESS
WILLIAM B. REILY	3323 West Commercial Boulevard Suite 111 Fort Lauderdale, FL 33309

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

NAME	ADDRESS
WILLIAM B. REILY	3323 West Commercial Boulevard Suite 111 Fort Lauderdale, FL 33309

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

NAME	NUMBER OF SHARES
WILLIAM B. REILY	500

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by a written agreement among all of the shareholders of this corporation.

ARTICLE XI - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at each election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII - CALLING FOR SPECIAL MEETINGS

Special meetings of shareholders may be called by not less than one-tenth (1/10) of the shares entitled to vote.

ARTICLE XIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIV - RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

ARTICLE XV - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XVI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 27 day of May, 1997.

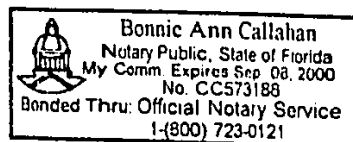

WILLIAM B. REILY

STATE OF FLORIDA)
) §
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this
29 day of May, 1997 by WILLIAM B. REILY, who is
personally known to me.

Bonnie Ann Callahan

BONNIE ANN CALLAHAN
NOTARY PUBLIC



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - - That INTERNATIONAL HEALTH SYSTEMS, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Fort Lauderdale, County of Broward, and State of Florida, has named STUART S. ROSENTHAL, ESQUIRE, located at 555 S.W. 12th Avenue, Suite 101, Pompano Beach, FL 33069-3505, which will change as of June 23, 1997 to 404 East Atlantic Boulevard, Suite 101, Pompano Beach, FL 33060, 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 accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



STUART S. ROSENTHAL

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FILED
JUN 23 1997
CLERK
CLERK