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ACCOUNT NO. : 072100000032

REFERENCE : 457538 166357A

AUTHORIZATION :

Patricia Pigitt

COST LIMIT : \$ 70.00

ORDER DATE : July 10, 1997

ORDER TIME : 10:17 AM

ORDER NO. : 457538-005

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CUSTOMER NO: 166357A

CUSTOMER: Alyson R. Serell, Esq
MOUNT SINAI MEDICAL CENTER
ADMINISTRATION
4300 Alton Road

Miami, FL 33140

DOMESTIC FILING

NAME: INTERNATIONAL HOSPITAL
MANAGEMENT SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

97 JUL 10 PM 1:54
TALLAHASSEE, FLORIDA

RECEIVED
97 JUL 10 AM 11:24
DIVISION OF CORPORATION

8N JUL 10 1997

ARTICLES OF INCORPORATION

FILED

97 JUL 10 PM 1:54

OF

INTERNATIONAL HOSPITAL MANAGEMENT SERVICES, INC.

TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

International Hospital Management Services, Inc. (the "Corporation").

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation and shall be perpetual.

ARTICLE III

The general purposes for which the Corporation is initially organized are: To render consulting and management services to health care organizations outside of the United States.

And in connection therewith and in furtherance thereof, to possess and exercise all the powers and privileges granted by the Florida Business Corporation Act or by any other law of Florida or by these Articles of Incorporation together with any powers incidental thereto.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock, having a par value of \$1.00 per share.

Prepared by:
Alyson R. Serell, Esq.
Fla. Bar No. 897050
4300 Alton Road
Miami Beach, Florida 33140

ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation shall be:

Alyson R. Serell, Esq.
4300 Alton Road
Miami Beach, Florida 33140

ARTICLE VI

The Corporation shall have three directors initially. The names and addresses of the initial directors of the Corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Fred D. Hirt
4300 Alton Road
Miami Beach, Florida 33140

Robert J. Henkel
4300 Alton Road
Miami Beach, Florida 33140

Larry Hudson
4300 Alton Road
Miami Beach, Florida 33140

Amy Perry
4300 Alton Road
Miami Beach, Florida 33140

The number of directors may be increased or decreased from time to time pursuant to the Bylaws of the Corporation, but shall not be less than three.

ARTICLE VII

The name of the incorporator of the Corporation is:

Fred D. Hirt
4300 Alton Road
Miami Beach, Florida 33140

ARTICLE VIII

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE IX

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

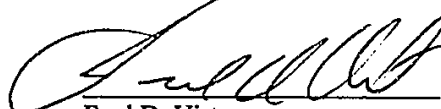
ARTICLE X

The mailing address of the Corporation is:

4300 Alton Road
Warner Building, 5th Floor
Miami, Florida 33140

Executed at Miami, Florida this 9th day of July, 1997.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 9th day of July, 1997.

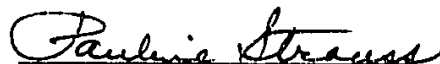

Fred D. Hirt

STATE OF FLORIDA

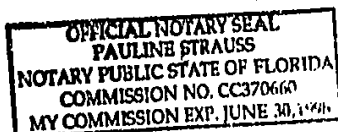
COUNTY OF DADE

BEFORE ME, a Notary Public in and for said State of Florida at Large, personally appeared Fred D. Hirt, as known to me to be the person who signed the foregoing Articles of Incorporation, and severally acknowledged the execution thereof to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my signature and official seal at Miami Beach in the County of Dade and State of Florida, this 9th day of July, 1997.


Notary Public, State of Florida

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of International Hospital Management Services, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 9th day of July, 1997



Alyson R. Serell

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