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July 17, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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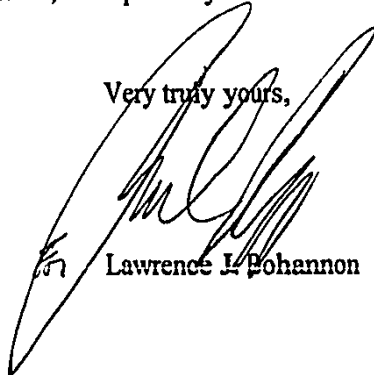
RE: Visiting Physicians Association of Florida, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and the original and one copy of the Certificate of Designating Registered Agent/Registered Office for the above reference corporation. Please forward a certified copy of the Articles to my office. I have enclosed our firm's check in the amount of \$122.50, your charge for this service as well as a self addressed stamped envelope for your convenience.

If you have any questions, or require any additional information, please do no hesitate to call my office.

Very truly yours,



Lawrence J. Bohannon

LJB:jc

enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 23 AM 10:34

7-25-97
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ARTICLES OF INCORPORATION
OF
VISITING PHYSICIANS ASSOCIATION OF FLORIDA INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 23 AM 10:34

The undersigned subscribers to these articles of Incorporation, are natural persons competent to contract, hereby form a corporation under the law of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: Visiting Physicians Association of Florida Inc..

The principal place of business of this corporation shall be: 2701 West Oakland Park Boulevard, Suite 208, Fort Lauderdale, Florida 33311.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregated number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 shares at \$1.00 each.

ARTICLE IV - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS/DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected are:

MARK MITCHELL 6607 Pinno ch West Bloomfield, MI 48324	PRESIDENT
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KURT MITCHELL 3203 Port Royale Drive #E Fort Lauderdale, Florida 33308	TREASURER/SECRETARY
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JAKE STRIKOWSKI 1020 N.W. 110 Lane Coral Springs, Florida 33071	OFFICER
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ARTICLE VI - INCORPORATORS

The names and street addresses of the incorporators to this Articles of Incorporation are:

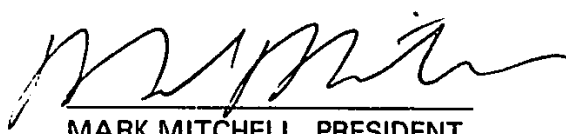
MARK MITCHELL
6607 Pinno ch
West Bloomfield, MI 48324

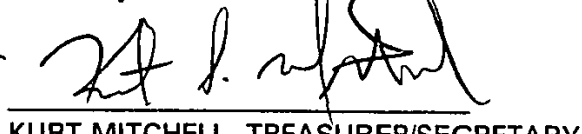
KURT MITCHELL
3203 Port Royale Drive
#E
Fort Lauderdale, Florida 33308

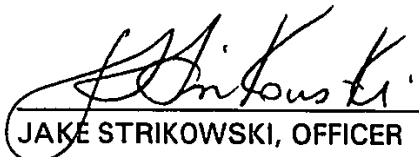
JAKE STRIKOWSKI
1020 N.W. 110 Lane
Coral Springs, Florida 33071

IN WITNESS WHEREOF, the undersigned incorporators have executed these

Articles of Incorporation this 3rd day of July, 1997.

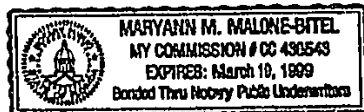

MARK MITCHELL, PRESIDENT


KURT MITCHELL, TREASURER/SECRETARY


JAKE STRIKOWSKI, OFFICER

STATE OF FLORIDA
COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this
3rd day of July, 1997 by Maryann M. Malone - Bitel



Broward County
Notary Public
State of Florida at Large

My Commission Expires:

CERTIFICATE OF DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

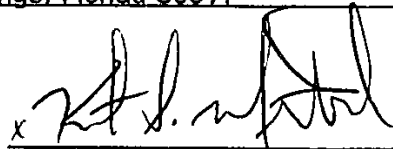
SECRET
DIVISION
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STATE
CORPORATIONS

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

Association

1. The name of the corporation is: Visiting Physicians of Florida Inc.
2. The name and address of the registered agent and office is: Jake Strikowski, 1020 N.W. 110 Lane, Coral Springs, Florida 3307.

Signature: x



Corporate Officer

Title:

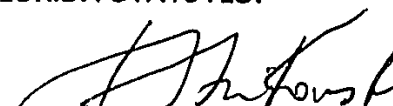
Treasurer / Secretary

Date:

7-3-97

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 THE STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF THE SECTION 607.325 FLORIDA STATUTES.

Signature:



Registered Agent

Date:

7-3-97