

P97000075906
TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: QUALITY CARE NETWORK, INC.
(Proposed corporate name- must include suffix)

500002281485- -4
-08/29/97--01098--011
*****70.00 *****70.00

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

(x) \$70.00 () \$78.75 () \$122.50 () \$131.25

FROM: ANTONIO A. MACLI
Name (printed or typed)

13499 BISCAYNE BLVD. SUITE 101
Address

NORTH MIAMI, FLORIDA 33181
City, State & Zip

(305) 948-9000
Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles.

9/3/97

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

QUALITY CARE NETWORK, INC.

ARTICLE II PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:

13499 BISCAYNE BLVD. SUITE 101
NORTH MIAMI, FLORIDA 33181

ARTICLE III SHARES

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

10,000 SHARES IRC SECT. 1244 SMALL BUSINESS STOCK

ARTICLE IV, INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ANTONIO A. MACLI
13499 BISCAYNE BLVD. SUITE 101
NORTH MIAMI, FLORIDA 33181

97 AUG 20 PM 03:00
JUL 14 03:00 PM '96

ARTICLE V INCORPORATION(S)


The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

ANTONIO A. MACLI

13499 BISCAYNE BLVD. SUITE 101

NORTH MIAMI, FLORIDA 33181

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 1 day
of JULY, 1997



Signature

Signature

Signature

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED 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: QUALITY CARE NETWORK, INC.

2. The name and address of the registered agent and office is:

ANTONIO A. MACLI

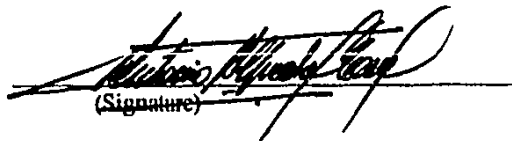
13499 BISCAYNE BLVD. SUITE 101

(P.O. Box not acceptable)

NORTH MIAMI, FLORIDA 33181

(City/State/Zip)

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.


(Signature)