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9/02/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: A.T.S. HEALTH NETWORK, INC.

AUDIT NUMBER.....H97000014466

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 5

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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09/03/97 07:04 Florida Department p1 /1



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 3, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: A.T.S. HEALTH NETWORK, INC.  
REF: W97000020212

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article VI states there will be ONE director(s), whereas THREE is/are listed.

If you have any further questions concerning your document, please call (850) 487-6924.

Sharon Tala  
Document Specialist Supervisor

FAX Aud. #: B97000014466  
Letter Number: 397A00043900

**ARTICLES OF INCORPORATION  
OF**

**A.T.S. HEALTH NETWORK, INC.**

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97 SEP -3 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

**A.T.S. HEALTH NETWORK, INC.**

**ARTICLE II: NATURE OF BUSINESS**

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

1. Any activity of 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.

Prepared by: Angel A. Suarez C.P.A.  
9280 SW 21 St.  
Miami, FL 33165 (305) 262-8270

**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 3 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:

Ramoni 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:

H97000014466

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**

Odalya 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:

H97000014466

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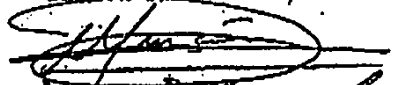
Ramon Gonzalez  
7941 NW 2ND ST  
Miami, Florida 33126

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 29th. day of August, 1997.

  
Ramon Gonzalez

  
Lawrence Duran

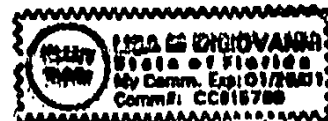
  
Odalys Ruiz-Sanchez

STATE OF FLORIDA )  
COUNTY OF DADE )

The forgoing instrument was acknowledged and sworn to before me this 29 day of August, 1997, by Ramon Gonzalez, Lawrence Duran & Odalys Ruiz-Sanchez of A.T.S. HEALTH NETWORK, INC.

(SEAL)

  
Notary Public  
My Commission Expires:



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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE 97 SEP -3 AM 8:51SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

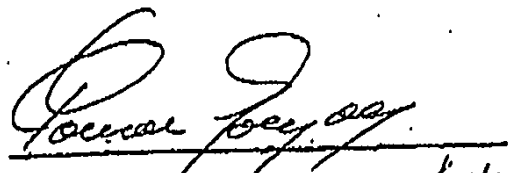
1. The name of the corporation is: \_\_\_\_\_

A.T.S. HEALTH NETWORK, INC.

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

7941 NW 2nd. Street, Miami, Florida 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.

  
8/29/97