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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ADVANCE MEDICAL & DIAGNOSTIC SERVICES, INC.

AUDIT NUMBER.....H97000014954

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ADVANCE MEDICAL & DIAGNOSTIC SERVICES, INC.
ARTICLES OF INCORPORATION

THE UNDERSIGNED, desiring to incorporate a corporation under the provisions of
the Florida Corporation Act does hereby certify: EFFECTIVE DATE
9-8-97

1. The name of the corporation is Advance Medical & Diagnostic Services, Inc.
2. The term for which the corporation is to exist is perpetual.
3. The general nature of the business to be transacted by the corporation shall be to engage in any act permitted under the laws of the United States of America and of the State of Florida, as limited by the provisions of the Florida Corporation Act.
4. The aggregate number of shares of capital stock which the corporation shall have the authority to issue is two hundred (200) shares of common stock having a par value of one dollar (\$1.00) each.
5. The initial principal office of the corporation shall be located at 420 Lincoln Road, Suite 221, Miami Beach, Florida 33139. Register Agent shall be PEDRO A. COFIÑO, ESQ., at 407 Lincoln Road, Suite 2B, Miami Beach, Florida 33139.
6. The initial Board of Directors shall be comprised of (4) members. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1).

The names and addresses of the initial Directors are:

NAME

ADDRESS

Dr. Jose Fernandez

420 Lincoln Road, Suite 221
Miami Beach, Florida 33139

Prepared by: Pedro A. Cofiño, Esq.
407 Lincoln Road, Suite 2B
Miami Beach, Florida (305) 531-8111
Florida Bar No.: 323918

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Raisa Disla-Moncada

420 Lincoln Road, Suite 221
Miami Beach, Florida 33139

Dr. Hal Kreitman

420 Lincoln Road, Suite 221
Miami Beach, Florida 33139

Dr. Patric Fioriglio

420 Lincoln Road, Suite 221
Miami Beach, Florida 33139

7. The names of the incorporator hereof are:

NAME

ADDRESS

NAME

ADDRESS

Dr. Jose Fernandez

420 Lincoln Road, Suite 221
Miami Beach, Florida 33139

Raisa Disla-Moncada

420 Lincoln Road, Suite 221
Miami Beach, Florida 33139

Dr. Hal Kreitman

420 Lincoln Road, Suite 221
Miami Beach, Florida 33139

Dr. Patric Fioriglio

420 Lincoln Road, Suite 221
Miami Beach, Florida 33139

8. The formation of the corporation shall be effective as of the date of execution and acknowledgment hereof.

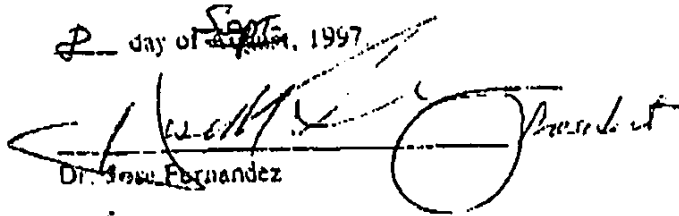
9. With respect to all shares of stock of the corporation, every Shareholder upon a sale for cash or other property of any such new shares of stock, or options or warrants therefore, shall have the pre-emptive right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price at which such new shares of stock, or option or warrants therefor, are offered to others.

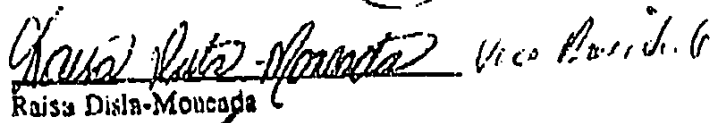
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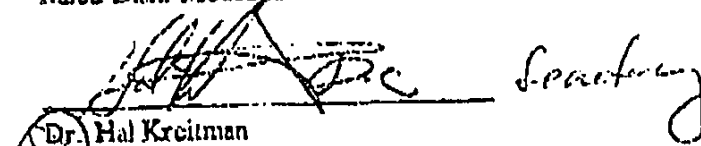
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IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this

2 day of ~~Sept~~ ^{Sept}, 1997


Dr. Jose Fernandez President


Raisa Disla-Moncada Vice Presid. G


Dr. Hal Kreitman Secretary


Dr. Patric Floriglio Treasurer

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ADVANCE MEDICAL & DIAGNOSTIC SERVICES, INC.
CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OR PROCESS WITHIN THIS STATE. NAMING
AGENT UPON WHOM PROCESS MAY BE VERIFIED.

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

The ADVANCE MEDICAL & DIAGNOSTIC SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal office at 420 Lincoln Road, Suite 221, Miami Beach, Florida 33139, has named PEDRO A. COFIÑO, ESQ., located at 407 Lincoln Road, Suite 2B, Miami Beach, Florida 33139, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated people, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.


PEDRO A. COFIÑO, ESQ.

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