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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

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NAME: DOCTOR'S CHOICE OF SOUTH FLORIDA, INC.

AUDIT NUMBER.....H97000015096

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I - Name

The name of this corporation is Doctor's Choice of South Florida, Inc.

ARTICLE II - Principal Office

The mailing address of this corporation shall be: 7445 S.W. 72nd Avenue
Miami, Florida 33143

ARTICLE III - Purpose

This corporation is organized for the purpose of any and all business pursuant to the laws of the State of Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 100 shares of \$.10 par value common stock which shall be designated as "Common Shares".

ARTICLES V - Initial Registered Agent

The street address of the registered office of this corporation is 7445 S.W. 72nd Avenue, Miami, Florida 33143, and the name of the registered agent of this corporation at that address is Leticia C. Padron.

ARTICLE VI - Board of Directors

The Corporation shall initially have one Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director(s) are:

Peter M. Padron, 7445 S.W. 72nd Avenue, Miami, Florida 33143 - President
Leticia C. Padron, 7445 S.W. 72nd Avenue, Miami, Florida 33143 - Vice President

This instrument was prepared by:

Cesar R. Sordo, Eng. (205) 443-6163 FL BAR NO. 947946
Sordo & Associates, P.A., 3191 Coral Way, 3rd Floor, Miami, FL 33145

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ARTICLE VII - Incorporator

The name and address of the Incorporator signing these Articles is Leticia C. Padron
7443 S.W. 72nd Ave.
Miami, FL 33143

ARTICLE VIII - Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - Indemnification

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of the signing.

Dated: September 9, 1997



Name: Leticia C. Padron, Incorporator

Certificate designated place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

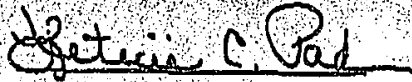
In compliance with Section 607.0301, Florida Statutes, the following is submitted:

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First that Doctor's Choice of South Florida, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Leticia C. Padron, located at 7445 S.W. 72nd Avenue, Miami, Florida 33143, as its agent to accept service of process within Florida.

Dated: September 9, 1997



Name: Leticia C. Padron

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: September 9, 1997



Name: Leticia C. Padron

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