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O: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: VICMAR MEDICAL MANAGEMENT, INC.

AUDIT NUMBER.....H97000019840

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

CERT. OF STATUS..0

PAGES..... (5)

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TALLAHASSEE, FLORIDA

③
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ARTICLES OF INCORPORATION

OF

VICMAR MEDICAL MANAGEMENT, INC.

The name of the corporation is: VICMAR MEDICAL MANAGEMENT, INC.

ARTICLE I

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE II

The maximum number of shares of capital stock that the corporation is authorized to issue is FIVE HUNDRED (500) shares, \$1.00 par value each share.

ARTICLE III

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IV

The name and street address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

MARIANO DE SOCARRAZ

321 West 9 Street
Hialeah, Florida 33010

HUMBERTO ENRIQUE HERNANDEZ

321 West 9 Street
Hialeah, Florida 33010

ARTICLE V

The principal office of the corporation shall be located at: 321 West 9 Street, Hialeah, Florida 33010.

ELENA DE SOCARRAZ, ESQ.
800 DOUGLAS RD. # 160 Building B
CORAL GABLES, FL 33184
(305) 443-1304 / FB No. 599920

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ARTICLE VI

The corporation shall have two (2) directors initially. The number of directors of the Corporation may either increase or diminish from time to time by the By-Laws, but shall never be less than one (1) director. The names and addresses of each member of the initial Board of Directors who shall hold office for the first year of existence of the corporation or until his or her successor(s) are elected or appointed and qualified, are:

NAME

ADDRESS

MARIANO DE SOCARRAZ

321 West 9 Street
Hialeah, Florida 33010

HUMBERTO ENRIQUE HERNANDEZ

321 West 9 Street
Hialeah, Florida 33010

ARTICLE VII

The street address of the initial registered office of the corporation is: 800 Douglas Road, Suite 160, Building B, Coral Gables, Florida 33134, and the name of the initial registered agent of the corporation at that address is: ELENA DE SOCARRAZ.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed on this

24TH day of November, 1997.


MARIANO DE SOCARRAZ


HUMBERTO ENRIQUE HERNANDEZ

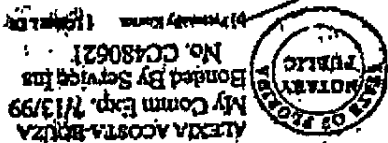
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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that MARIANO DE SOCARRAZ, to me personally known or who have produced _____ as identification, this day acknowledged before me that he executed the foregoing Articles of Incorporation; and I FURTHER CERTIFY that said person making said acknowledgment to be the individual described herein and who executed the said instrument.

WITNESS my hand and seal in the County and State aforesaid, this 24 day of November, 1997.



Alexia Acosta-Bouza
NOTARY PUBLIC,
STATE OF FLORIDA AT LARGE

My Commission Expires:

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

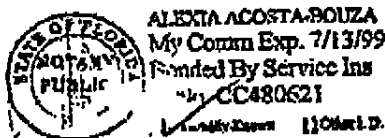
I HEREBY CERTIFY that HUMBERTO ENRIQUE HERNANDEZ, to me personally known or who have produced _____ as identification, this day acknowledged before me that he executed the foregoing Articles of Incorporation; and I FURTHER CERTIFY that said person making said acknowledgment to be the individual described herein and who executed the said instrument.

WITNESS my hand and seal in the County and State aforesaid, this 24 day of November, 1997.

NOTARY
PUBLIC

Alexia Acosta-Bouza
NOTARY PUBLIC,
STATE OF FLORIDA AT LARGE

My Commission Expires:



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**CERTIFICATE OF SERVICE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That VICMAR MEDICAL MANAGEMENT, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the County of Dade, State of Florida, has named ELENA DE SOCARRAZ, 800 Douglas Road, Suite 160, Building B, Coral Gables, Florida 33134, to accept service of Process within the State of Florida.


MARIANO DE SOCARRAZ
Incorporator

11/24, 1997.

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 all statutes relative to the proper and complete performance of my duties.


ELENA DE SOCARRAZ
Registered Agent

November 26

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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