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FLORIDA DIVISION OF CORPORATIONS
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ACCT#: 105256001620

CONTACT: RICHARD OSTER

PHONE: (608)251-6600

FAX #: (608)251-6907

NAME: THE HEALTHWORKS GROUP, INC.

AUDIT NUMBER.....H97000021176

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

CERT. OF STATUS..1 PAGES..... 1

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**ARTICLES OF INCORPORATION
OF
THE HEALTHWORKS GROUP, Inc.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: THE HEALTHWORKS GROUP, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
3105 W. Water Ave., Suite 107, Tampa, FL 33614.

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ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2000. The par value of each share of stock is \$.01.

ARTICLE IV INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is: James E. Stuebe,
3105 W. Water Ave., Suite 107, Tampa, FL 33614.


ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is
Richard Oster, 214 N. Henry Street, Suite 201, Madison, WI 53703.

ARTICLE V INITIAL DIRECTORS

The initial directors of the corporation is:
James E. Stuebe, 3105 W. Water Ave., Suite 107, Tampa, FL 33614;
Guillermo Suarez Esquerro, 8432 Meadow Brook Dr., Largo, FL 33777.

The undersigned incorporator has executed these Articles of Incorporation this 14th day of December 1997

The document was prepared by: 
Richard Oster, 214 N. Henry Street, Suite 201, Madison, WI 53703. 608-251-6600

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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

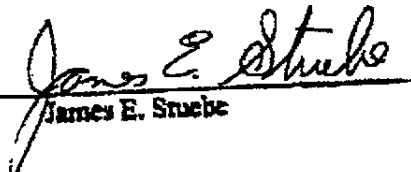
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

The name of the corporation is: THE HEALTHWORKS GROUP, Inc.

The name and address of the registered agent and office is: James E. Sneebe,
3105 W. Water Ave., Suite 107, Tampa, FL 33614.

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:


James E. Sneebe

Date 12/22/97

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