

MARTIN DAVID BERG, P. A.
ATTORNEY AT LAW

P980000013954

19 WEST FLAGLER STREET
SUITE 802, BISCAYNE BLDG.
MIAMI, FLORIDA 33130
(305) 371-1631

February 9, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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-02/11/98-01065--001
****122.50 ****122.50

Re: Clinicorp USA Inc.

Dear Ladies/Gentlemen:

This office represents (the incorporators of) the above-captioned corporation.

Enclosed herewith please find an original and one copy of the Articles of Incorporation of the said corporation, together with an original and one copy of a Designation of Registered Agent.

Finally, our Trust Account check no. 4624 in the sum of \$122.50 is enclosed. This check represents the following:

1. Filing fee	\$ 35.00
2. Registered Agent Designation	35.00
3. Certified Copy	<u>52.50</u>
	\$122.50
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Please process this matter as quickly as possible and send certified copies of the Articles of Incorporation and Designation of Registered Agent to the undersigned as attorney for the said corporation.

EFFECTIVE DATE
02-03-98

Very truly yours,

Martin David Berg
MARTIN DAVID BERG

MDB/lh
enclosures
cc: Clinicorp USA Inc.

98-2-12-98

FILED
98 FEB 10 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CLINICORP USA INC.

The undersigned subscribers, natural persons competent to contract for the purposes of forming a corporation under and pursuant to Chapter 607 of the Laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I
NAME

EFFECTIVE DATE
02-03-98

FILED
98 FEB 10 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation shall be:
CLINICORP USA INC.

ARTICLE II
COMMENCEMENT AND TERM OF EXISTENCE

This corporation shall have perpetual existence; the date of the commencement of said existence shall be the date of the subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III
NATURE OF BUSINESS

The general nature of the business which may be transacted by the corporation is as follows:

- A. To organize and operate a network of health care facilities for which services can be paid through a specialized bank credit card;
- B. To grant franchises to operate health care facilities as a part of this corporation;

C. To buy, sell, and otherwise deal in medical supplies and equipment of every kind and description, without limitation.

D. To purchase, sell, and deal in and with merchandise of every kind or nature for exportation from, and importation into, the United States, to and from all countries foreign thereto, and for exportation from and importation into any foreign country, to and from any foreign country thereto and to purchase and sell domestic merchandise in domestic markets and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business.

E. To perform the highest level of services in connection with all of the undertakings of the corporation and without limitation, except that no part of these Articles shall be violative of any elections as may be filed in respect to the corporation and its activities for income tax purposes.

F. To purchase, or otherwise acquire, rent, take, own, hold, maintain, improve, complete, extend, manage, operate, mortgage, or otherwise impose a lien upon, lease, sell, exchange, transfer or in any manner whatsoever dispose of and convey offices, buildings, storage facilities, real and personal property of all kinds, and any and all rights, interest or easements therein, without limit as to amount, within or without the State of Florida wherever situated.

G. To make and enter into contracts of every kind for any lawful purpose with any individual, firm, association, organization, corporation or other entity, be it private, public or municipal body politic, including the government of any state, territory or country, or of any political or administrative subdivision of departments thereof.

H. To organize or cause to be organized, consolidated, merged, or liquidated and take charge of, to the extent permitted by law, any corporation, firm, organization, association, or other entity whether formed under the Laws of the United States of America, any state, territory or other governmental unity thereof, or of any other state, country, nation or government.

I. To make loans and give other forms of credit, with or without security, and to negotiate and make contracts and agreements in connection therewith.

J. To borrow money for its corporate purposes; to draw, make, accept, endorse, execute and deliver promissory notes, drafts, bills of exchange, and other negotiable instruments; to execute, issue and deliver bonds, debentures, notes or other obligations of any nature, and in any matter for monies borrowed; to secure the payment thereof and the interest thereon by a deed or deeds of trust, or by mortgages or pledge of, or upon the whole or any part of the property of the corporation, real or personal, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds, debentures or other debentures, or other obligations.

K. To carry on any of the business hereinbefore enumerated for its own account, or for the account of others; to act as agent for others with respect to any of such business; to carry on any other business which may be deemed by it to be calculated directly or indirectly to effectuate or facilitate the aforesaid objects or business or any of them, or any part thereof, or to enhance the value of its property, business or rights; and to aid, conduct manage, or operate any lawful enterprise in relation to the foregoing.

L. To do each and everything necessary or proper for the accomplishment of any one or more of the purposes or the attainment of any one or more objects herein before enumerated or conducive to, or expedient for, the interest or benefit of the corporation; and in general, to enjoy all the rights and privileges of corporations for profit governed by the Laws of the State of Florida, it being expressly provided that the enumeration of any specific business or power herein shall not be held to limit or restrict in any manner other business or powers of said corporation.

ARTICLE IV CAPITAL STOCK

The aggregate number of shares which this corporation shall have the authority to issue shall be One Hundred (100) Shares of common stock, having a par value of One Hundred Dollars (\$ 100.00) per share.

ARTICLE V PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall be entitled to Pre-Emptive Rights to subscribe for and/or to purchase his proportional part of any new or additional shares of this corporation, as may be issued from time to time.

ARTICLE VI REGISTERED OFFICE; REGISTERED AGENT

The initial street address of the initial registered office of this corporation shall be located at 25 S.E. 2nd Avenue, Suite 312, Miami, Florida 33131. The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida. The name of the initial registered agent at such address shall be Jaime Pereira.

ARTICLE VII

INCORPORATORS

The name and address of the Incorporator of these Articles of Incorporation is as follows:

Name:

Address:

José M. Reyes Montero

Av. Alejandro Herrera 248-252
Lima, Barranco, Peru

José Luis Aservi La Torre

Av. Arequipa 2449
Lima 14, Peru

José Manuel Dellepiane Matallana

Av. Arequipa 2449
Lima 14, Peru

ARTICLE VIII

MANAGEMENT BY STOCKHOLDERS

This corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

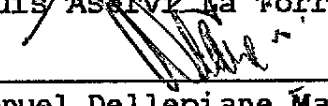
IN WITNESS WHEREOF, We have made, subscribed and acknowledged these Articles of Incorporation in triplicate at Lima, Peru, this 2 day of February, 1998.



José M. Reyes Montero



José Luis Aservi La Torre



José Manuel Dellepiane Matallana

REPUBLIC OF PERU)
DEPARTMENT OF LIMA)
CITY OF LIMA)SS
EMBASSY OF THE UNITED)
STATES OF AMERICA)

I HEREBY CERTIFY that on this day before me, Leslie Livingood
a United States of America Consul, duly authorized in the State and
County named above to take acknowledgments, personally appeared José
M. Reyes Montero, José Luis Aservi La Torre, and José Manuel
Dellepiane Matallana, to me well known to be the persons described
in and who executed the foregoing Articles of Incorporation, and
they acknowledged before me that they subscribed to these Articles
of Incorporation.

WITNESS my hand and official seal in the State and County named
above, this 3rd day of February, 1998.


UNITED STATES OF AMERICA CONSUL

LESLIE C. LIVINGOOD
Vice—Consul of the
United States of America

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE BY PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.


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The following is submitted in compliance with Chapter 48.091,
Florida Statutes:

CLINICORP USA INC., a corporation organized (or being organized)
under the Laws of the State of Florida with its principal office at
25 S.E. 2nd Avenue, Suite 312, Miami, Florida 33131, has named
JAIME PEREIRA, located at 25 S.E. 2nd Avenue, Suite 312, Miami,
Florida 33131, as its agent to accept service of process within
this State.

ACCEPTANCE:

Having been named to accept service of process for the above-stated
corporation at place designated in this Certificate, I hereby
accept to act in this capacity and agree to comply with the
provision of the Florida Statutes relative to keeping open said
office.



JAIME PEREIRA
Registered Agent

EFFECTIVE DATE
02-03-98

FILED
98 FEB 10 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA