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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: TOTAL MANAGEMENT AND CONSULTING SERVICES, IN  
AUDIT NUMBER.....H98000004217  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..1 PAGES..... 4  
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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

March 4, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: TOTAL MANAGEMENT AND CONSULTING SERVICES, INC.  
REF: W98000004741

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

FAX Aud. #: H98000004217  
Letter Number: 398A00011812

CERTIFICATE OF INCORPORATION  
OF  
TOTAL MANAGEMENT AND CONSULTING SERVICES, INC.

WE, the undersigned, hereby make, subscribe and acknowledge this certificate for the purpose of becoming a corporation under the laws of the State of Florida.

1. The name of the corporation shall be: TOTAL MANAGEMENT AND CONSULTING SERVICES, INC., and its existence shall be perpetual.

2. The general nature of the business to be transacted shall be the management of health care facilities and to have all other powers provided by the laws of the State of Florida.

3. The capital stock of the corporation shall consist of one hundred (100) shares, without nominal par value.

4. The amount of capital with which this corporation shall begin business in not less than FIVE HUNDRED DOLLARS.

5. The principal office of this corporation shall be 12910 S.W. 117th Street, Miami, Florida 33186.

6. The number of directors shall be at least one (1), and the names and post office addresses of the first Board of Directors and Officers are:

<u>NAME</u>	<u>OFFICER</u>	<u>POST OFFICE ADDRESS</u>
1. EMILIO LOPEZ	President	12910 S.W. 117 Street Miami, Florida 33186
2. ERCILIA LOPEZ	Vice-President	12910 S.W. 117 Street Miami, Florida 33186

Prepared By: DANIEL KEIL  
3165 WEST 4th AVE.  
HIALEAH, FL 33102  
(305)883-6600

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7. The names and post office addresses of the subscribers to this Certificate of Incorporation, and the number of shares each agrees to take, and the consideration therefore, the proceeds of which will amount to not less than FIVE HUNDRED DOLLARS (\$500.00), are as follows:

<u>NAME AND ADDRESS</u>	<u>NO. OF SHARES</u>	<u>CONSIDERATION</u>
1. Emilio Lopez	50	\$250.00
2. Ercilia Lopez	50	\$250.00

8. DANIEL M. KEIL, ESQ., is hereby designated as the Registered Agent for the corporation and 3165 West 4th Avenue, Hialeah, Florida.

IN WITNESS WHEREOF, the undersigned hereby subscribe to this Certificate of Incorporation at Hialeah, Florida this 20 day of February, 1998, for the uses and purposes aforesaid.

Emilio Lopez  
EMILIO LOPEZ / INCORPORATOR

Ercilia Lopez  
ERCILIA LOPEZ / INCORPORATOR

STATE OF FLORIDA     )  
                              )     SS.  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared

1. EMILIO LOPEZ 12910 SW 117 STREET  
MIAMI, FL 33186
2. ERCILIA LOPEZ 12910 SW 117 STREET  
MIAMI, FL 33186

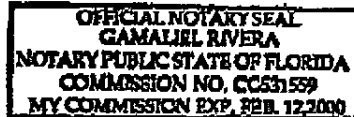
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Describer(s) and person(s) described in and who executed the foregoing Certificate of Incorporation, who acknowledged before me that they did subscribe thereto, and did so for the uses and purposes therein contained.

SWORN TO and SUBSCRIBED before me at Hialeah, Dade County, Florida this the 20 day of February, 1998.

Gamaliel Rivera  
Notary Public, State of FL.

My Commission Expires:



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CERTIFICATE OF 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 28.091, Florida Statutes, the  
following is submitted:

TOTAL MANAGEMENT AND CONSULTING SERVICES, INC.

desiring to organize or qualify under the laws of the State of  
Florida, with its principal place of business at the City of Miami,  
State of Florida, has named DANIEL M. KEIL, Esq. located at 3165  
West 4th Avenue, Hialeah, Florida, as its Agent to accept service  
of process within Florida.

  
CORPORATE OFFICER

TITLE President

DATE 3/2/98

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I 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.

  
RESIDENT AGENT

DATE 3/2/98

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TOTAL P.25