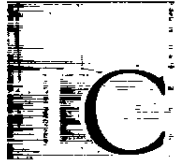


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Daryl B. Cramer, P.A.
Attorneys At Law

Daryl B. Cramer
Paul E. Ghougasian

June 19, 1998

Northbridge Centre
515 North Flagler Drive, Suite 910
West Palm Beach, FL 33401-4325
Tel 561.659.7005
Fax 561.659.0701

Miami Office
Tel 305.445.0707
Fax 305.445.2728

Federal I.D. #65-0566225

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Re: DIETEC, INC.

400002568184-8
-06/22/98--01102--007
***122.50 ***122.50

Dear Sir/Madam:

Enclosed please find, in duplicate, original executed Articles of DIETEC, INC. Also, enclosed is a check in the amount of \$122.50 payable to the Florida Department of State to cover the filing fee and a certified copy.

Please cause these Articles of Incorporation to be filed as soon as possible and return a certified copy to our office in the enclosed Federal Express envelope. In the event you have any questions, please give me a call.

Very truly yours,

Daryl B. Cramer

DBC/rlk
enclosures
cc: Dr. Richard J. Rose, M.D.

FILED
98 JUN 22 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUN 22 1998

**ARTICLES OF INCORPORATION
OF
DIETEC, INC.**

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be DIETEC, INC. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 2999 NE 191st Street, Suite 400, Aventura, Florida 33180.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

FILED
98 JUN 22 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is c/o Daryl B. Cramer, P.A., 515 North Flagler Drive, Suite 910, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Daryl B. Cramer, P.A.

ARTICLE VIII

Board of Directors

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this Corporation is as follows:

RICHARD J. ROSE, M.D.	2999 NE 191 st Street, Suite 400 Aventura, Florida 33180
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ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows:

Daryl B. Cramer, Esq.
Daryl B. Cramer, P.A.
515 North Flagler Drive, Suite 910
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of June, 1998.



Daryl B. Cramer, Esq., Incorporator

CERTIFICATE 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:

THAT DIETEC, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES BEING c/o DARYL B. CRAMER, P.A., 515 NORTH FLAGLER DRIVE, SUITE 910, WEST PALM BEACH, FLORIDA 33401 HAS NAMED DARYL B. CRAMER, P.A., LOCATED AT DARYL B. CRAMER, P.A., 515 NORTH FLAGLER DRIVE, SUITE 910, WEST PALM BEACH, FLORIDA 33401, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Daryl B. Cramer, Esq., Incorporator

Dated: June 19, 1998

HAVING BEEN NAMED AS REGISTERED AGENT 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 AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA STATUTES.

DARYL B. CRAMER, P.A.

By: 

Daryl B. Cramer, its President, Registered Agent

Dated: June 19, 1998