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Gail M. Ruiz

Attorney at Law

Tel. (305) 947-6009 Fax (305) 354-8098

13899 Biscayne Blvd., Ste. 122
North Miami Beach, FL 33181

October 6, 1998

Florida Secretary of State
Department of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation

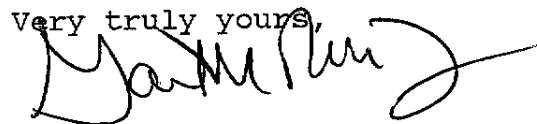
Dear Sir or Madam,

Enclosed please find the Articles of Incorporation of TOTAL HEALTH MANAGEMENT SERVICES, INC. Also enclosed is a check in the amount of \$122.50 to cover the filing fee.

Please file these Articles of Incorporation in the official records. Send the certificate of incorporation to me when it becomes available.

Contact me if you need additional assistance. We look forward to hearing from you.

Very truly yours,



Gail M. Ruiz
Attorney at Law

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****122.50 *****78.75

~~W98-22783~~
Dmc
10/9/98

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FILED
98 NOV 18 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 9, 1998

GAIL M. RUIZ
ATTORNEY AT LAW
13899 BISCAYNE BLVD S-122
NORTH MIAMI BEACH, FL 33181

SUBJECT: TOTAL HEALTH MANAGEMENT SERVICES, INC.
Ref. Number: W98000022983

We have received your document for **TOTAL HEALTH MANAGEMENT SERVICES, INC.** and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 498A00050224

**Law Offices of
Gail M. Ruiz, Esq.**

Suite 122, 13899 Biscayne Blvd.
North Miami Beach, FL 33181
(305) 947-6009 Fax (305) 354-8098

November 11, 1998

Doris McDuffie
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Total Health Management Services, Inc.

Dear Ms. McDuffie

Enclosed is a copy of your recent letter. After receiving it I went back and reexamined the information on the "Corporations Online" database (internet). I still could not find any corporations that had the same name or that had a name not distinguishable from the one chosen by my client.

There is a similar trade name ("Total Health Management Services"). Since that is only a trade name and not the name of a corporation I believe that our use of a similar name is not prohibited by the statute.

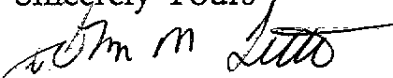
I called your office and spoke to Sharon. She told me that the purpose of your letter was merely to call to my attention the existence of the similar trade name. She said that as long as I was aware of the existence of the similar trade name my client would be free to use the name originally chosen.

This letter is to let you know that we are aware of the existence of the similar trade name but that my client has decided to go ahead and use the name he had originally chosen.

Enclosed are the articles of incorporation _____

Please record this document and send me the Certificate Incorporation when it becomes available. Contact me if you need assistance.

Sincerely Yours



John M. Little
Attorney at Law

ARTICLES OF INCORPORATION
OF
TOTAL HEALTH MANAGEMENT SERVICES, INC.

FILED
98 NOV 18 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Statutes, adopts the following Articles of Incorporation:

FIRST: The name of the corporation is Total Health Management Services, Inc.

SECOND: The period of duration is perpetual.

THIRD: The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Statutes.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1,000. Each share has a par value of \$10.00. Preemptive rights are denied.

FIFTH: The address of the initial registered office of the corporation is 3601 Federal Highway, Miami, FL 33137. The registered agent at this address is Emilio Lopez.

SIXTH: These Articles of Incorporation may be amended by the board of directors adopting a resolution setting forth the proposed amendment. The proposed amendment must then be ratified by a majority vote at a meeting of the shareholders that was properly called and held in Florida in accordance with the provisions of the bylaws.

SEVENTH: Any director or the entire board of directors may be removed by the shareholders, with or without cause, at a special shareholder meeting called expressly for that purpose in accordance with the requirements for such a meeting as is specified in the bylaws. The method of electing directors shall be stated in the bylaws.

EIGHTH: The **principal office** of the corporation is 3601 Federal Highway, Miami, FL 33137.

NINTH: The **mailing address** of the Corporation is 3601 Federal Highway, Miami, FL 33137.

TENTH: The name and address of the **incorporator** is: Borinquen Health Care Center, Inc., 3601 Federal Highway, Miami, FL 33137.

These Articles of Incorporation are hereby executed by the incorporator on this

18 day of August, 19 98

INCORPORATOR: BORINQUEN HEALTH CARE CENTER, INC.

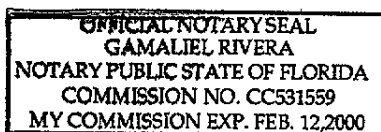
By: E. Lopez
Emilio Lopez, authorized agent

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Emilio Lopez who is either personally known to me or who produced a valid Florida driver's license and who is known to me to be the person described in and who executed the foregoing instrument and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid on
8/18 1998

Gamaliel Rivera
NOTARY PUBLIC STATE OF FLORIDA



**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I, Emilio Lopez, hereby accept my appointment as registered agent for the Total Health Management Services, Inc. a Florida for-profit corporation.

E. Lopez
Emilio Lopez

Date: 8/18/98

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98 NOV 18 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA