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CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 3/5/99 11:00 AM (v)

X CERTIFIED COPY

X CUS

PHOTO COPY

X FILING Articles

1.) Comprehensive Quality Care Acquisition Corp.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

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-03/05/99--01015--004
****131.25 ****87.50

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

PMC 3/5/99

FILED
99 MAR -5 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
COMPREHENSIVE QUALITY CARE ACQUISITION CORP.

FILED
99 MAR -5 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is COMPREHENSIVE QUALITY CARE ACQUISITION CORP. The mailing address of the corporation shall c/o 8400 N.W. 52nd Street, Suite 207, Miami, Florida 33166.

ARTICLE II

DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III

PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV

POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 600 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

INCORPORATOR

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

Lazaro J. Mur
c/o 8400 NW 52nd Street
Suite #207
Miami, Florida 33166

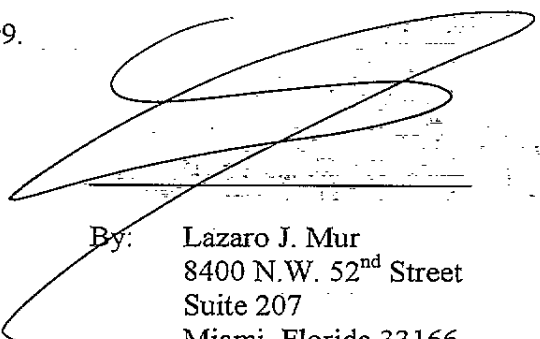
ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8400 N.W. 52nd Street, Miami, Florida 33166, and the name of the initial registered agent of this corporation at that address is Lazaro J. Mur.

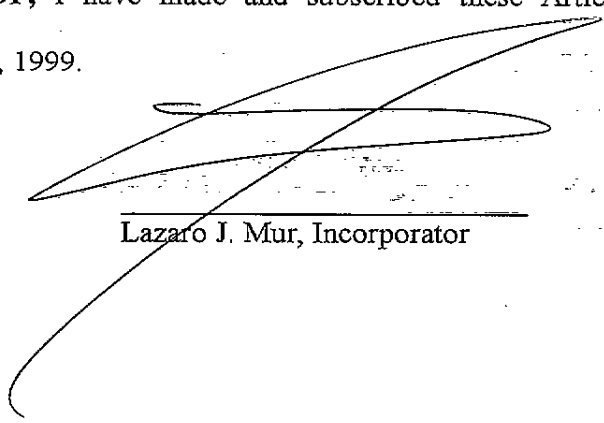
I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 14th day of March, 1999.



By: Lazaro J. Mur
8400 N.W. 52nd Street
Suite 207
Miami, Florida 33166

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 14th day of March, 1999.



Lazaro J. Mur, Incorporator