

S. DAVID SHEFFMAN, J.D., LL.B.

ATTORNEY/MEDIATOR

1111 LINCOLN ROAD, #802
MIAMI BEACH, FLORIDA 33137

TELEPHONE:
305-868-0727
FACSIMILE:
305-861-4721

February 19, 1999

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*****87.50 *****87.50

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahssee, Fla. 32314

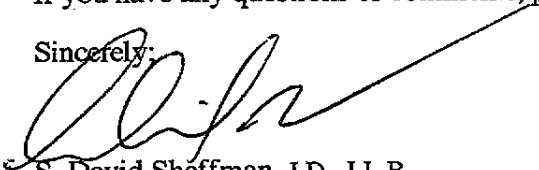
Re: Articles of Incorporation for East West Health Alliance, Inc.

To Whom it May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for East West Health Alliance, Inc. And my check for \$87.50. Please return a Certified Copy of the enclosed Articles along with a Certificate of Status in the enclosed self-addressed and stamped envelope.


If you have any questions or comments, please contact me.

Sincerely,


S. David Sheffman, J.D., LL.B.

Cc: Ms. Lori A. Bell

FILED
99 MAR -8 AM 9:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FEB 26 1999




FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 26, 1999

S. DAVID SHEFFMAN, J.D., LL.B
1111 LINCOLN ROAD #802
MIAMI BEACH, FL 33139

SUBJECT: EAST WEST HEALTH ALLIANCE, INC.
Ref. Number: W99000004795

We have received your document for EAST WEST HEALTH ALLIANCE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 199A00008943

ARTICLES OF INCORPORATION
FOR
EAST WEST HEALTH ALLIANCE, INC.

FILED
99 MAR -8 AM 9:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, for the purposes of becoming a corporation under the Laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I

The name of the corporation is:

EAST WEST HEALTH ALLIANCE, INC.

ARTICLE II

The street address of the principal place of business of the corporation and the mailing address of the corporation is: **1674 Meridian Ave., # 401, Miami Beach, Fla. 33139.** The corporation may have such other places of business both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 100 shares at FIVE (\$5.00) DOLLARS par value, unless duly changed in accordance with the Laws of the State of Florida.

ARTICLE IV

The street address of the initial registered office of this corporation in the State of Florida is 1111 Lincoln Rd, #802, Miami Beach, Fla. 33139 and the name of the initial registered agent of this corporation at that address is S. David Sheffman.

ARTICLE V

The general nature of the business or business to be transacted is as follows:

Section 1: To provide health care services to the community including, but not limited to, educational services regarding these health care services. This business may also buy, sell, mortgage, lease, encumber, and/or alienate real property. It may construct thereon or cause to be constructed thereon, or otherwise improve real property or personal property, including the doing of any and all business and contracting incidental thereto or connected therewith and the doing and performing any and all acts or things necessary, proper or convenient for or incidental to furtherance or the carrying out of the powers and purposes herein mentioned.

Section 2: To engage in any commercial or industrial enterprise calculated or designed to be profitable to this corporation and in conformity with the Laws of the State of Florida.

Articles of Incorporation for
EAST WEST HEALTH ALLIANCE, INC.

Section 3: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

Section 4: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, or in any other State in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this state or throughout the United States, and elsewhere.

ARTICLE VI

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE VII

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such other persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

ARTICLE VIII

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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

This corporation shall exist perpetually.

ARTICLE X

This corporation shall have three directors initially. The number of directors maybe increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one. The name and street address of the first Board of Directors of this corporation, who shall hold office until the organization meeting of this corporation, and until their successors are elected and have qualified, are:

Ms. Lori Alexandra Bell, President, Dr. Cora B. Llera, Vice President &
Mr. Santiago G. Sifre, Secretary/Treas.
1674 Meridian Ave., # 401
Miami Beach, Fla. 33139

Articles of Incorporation for
EAST WEST HEALTH ALLIANCE, INC.

ARTICLE XI

The name and street address of the subscriber to the Articles of Incorporation is:

Ms. Lori Alexandra Bell
1674 Meridian Ave., # 401
Miami Beach, Fla. 33139

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XIII

In accordance with F.S.607.167, the date of corporation existence of this corporation shall be the date of subscription and acknowledgement of these Articles of Incorporation provided these Articles of Incorporation are filed by the Department of State within five (5) days, exclusive of legal holidays, after such date. Otherwise, the date of corporate existence shall be upon the filing of these Articles of Incorporation by the Department of State.


IN WITNESS WHEREOF, I, the undersigned, being the subscribing incorporator have hereunto set my hand and seal for the purpose of forming this corporation under the Laws of the State of Florida, this 19th day of February, 1999.


Ms. Lori Alexandra Bell, President,
and Director

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Ms. Lori Alexandra Bell before me, and she executed the foregoing Articles of Incorporation and acknowledged before me that she executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State named above, this 19th day of February, 1999.


Notary Public, State of Florida

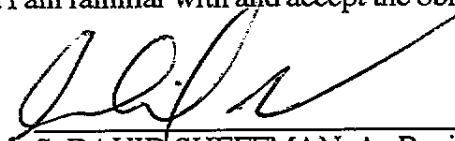
My Commission Expires:



MARTHA R DILIBERTO
My Commission CC505947
Expires Oct. 25, 1999

Articles of Incorporation for
EAST WEST HEALTH ALLIANCE, INC.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as Registered Agents.


S. DAVID SHEFFMAN, As Registered
Agent
3/3/99
Date

FILED
99 MAR -8 AM 9:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA