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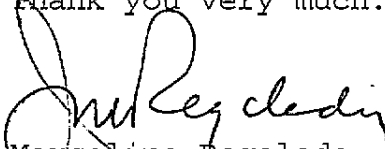
March 5, 1999

STATE OF FLORIDA
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed you will find all documents of the Articles of
Incorporation of **PHYCARE, INC.** plus a required check for
\$122.50.

Thank you very much.


Marcelino Regalado
PO Box 442070
Miami, FL 33144-2070
Phone: 1-305-269-8824


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JMR:ym

Enc.

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99 MAR -8 AM 11:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MAR 12 1999



ARTICLES OF INCORPORATION
OF
PHYCARE, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned acting as subscribers of a Corporation under the Florida Corporation Law, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of the Corporation is:

PHYCARE, INC.

ARTICLE II

The purpose for which the Corporation is organized is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE III

The aggregate number of shares that the Corporation shall have the authority to issue is ONE HUNDRED (100) shares of Capital Stock, all of one class, with a par value of One Dollar (\$ 1.00) per share.

ARTICLE IV

The period of duration of the Corporation is perpetual.

ARTICLE V

The amount of capital with which the Corporation shall begin business is not less than ONE HUNDRED DOLLARS (\$100.00).

ARTICLE VI

PRINCIPAL OFFICE

The principal address and registered office address (are the same) of the Corporation is:

10191 Sunset Drive - Miami, Florida 33173

and the name of its initial Registered Agent is:

GRACIELA CABEZAS

ARTICLE VII

The number of directors constituting the initial Board of Directors of the Corporation are:

GRACIELA CABEZAS 10191 Sunset Drive
Miami, Florida 33173

ARTICLE VIII

The name and address of the initial Subscriber is:

GRACIELA CABEZAS 10191 Sunset Drive
Miami, Florida 33173

ARTICLE IX

The following named persons shall be the officers of this Corporation for the first year of its existence or until their successors are elected and have qualified:

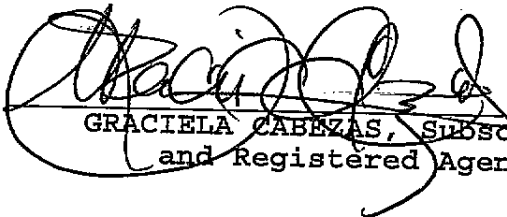
GRACIELA CABEZAS President

ARTICLE X

Shareholders shall not be entitled to preemptive rights.

IN WITNESS WHEREOF, we the undersigned, have made,
subscribed and acknowledged this Article of Incorporation, this
5th day of March, 1999.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE.


GRACIELA CABEZAS, Subscriber
and Registered Agent

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TALLAHASSEE FLORIDA

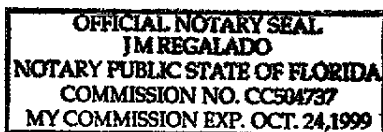
STATE OF FLORIDA
SS

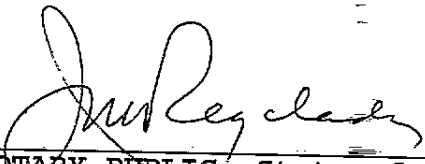
COUNTY OF DADE:

BEFORE ME, the undersigned authority, personally appeared
GRACIELA CABEZAS
to me well known to be the person described herein, and he
acknowledged before me, according to law, that he made and he
subscribed the same for the purpose therein mentioned and set
forth.

IN WITNESS WHEREOF, I have hereunto set my hands and my
Official Seal, this 5th day of March, 1999.

My commission expires:




NOTARY PUBLIC, State of Florida
at Large