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R. David San Filippo
One Purlieu Place, Suite 280
Winter Park, Florida 32792
(407) 673-3773

May 21, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

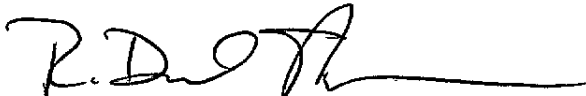
FILED
99 MAY 28 PM 12: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: OCCUPATIONAL HEALTH SYSTEMS, INC.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation, as well as a check in the amount of \$122.50 for the filing fees and certified copy of the Articles of Incorporation.

Very truly yours,



R. David San Filippo

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**ARTICLES OF INCORPORATION
OF
OCCUPATIONAL HEALTH SYSTEMS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation shall be OCCUPATIONAL HEALTH SYSTEMS, INC.

Article 2. Principal Office. The principal place of business shall be One Purlieu Place, Suite 295, Winter Park, Florida 32792 and the mailing address of this Corporation shall be One Purlieu Place, Suite 295, Winter Park, Florida 32792.

Article 3. Shares. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 25,000 shares of common stock. Such shares shall be of a single class and shall have no par value.

Article 4. Initial Registered Agent and Street Address. The address of the initial Registered Agent of the Corporation is One Purlieu Place, Suite 280, Winter Park, Florida 32792 and the name of its initial Registered Agent at that address is R. David San Filippo.

Article 5. Incorporators. The names and street addresses of the incorporators to these Articles of Incorporation are as follows: R. David San Filippo, One Purlieu Place, Suite 280, Winter Park, Florida 32792 and Luis A. Ramos, 7943 Snowberry Circle, Orlando, Florida 32819.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the by-laws, but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows: R. David San Filippo, One Purlieu Place, Suite 280, Winter Park, Florida 32792 and Luis A. Ramos, 7943 Snowberry Circle, Orlando, Florida 32819.

Article 7. Duration. The duration of the Corporation is perpetual.

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Commencement of Corporate Existence. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date upon filing of these Articles of Incorporation.

Article 11. Purpose. The general purposes for which the Corporation is organized are the following.

A. To engage in and transact any lawful business for which corporation may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 24 day of May, 1999.



R. DAVID SAN FILIPPO



LUIS A. RAMOS

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
99 MAY 28 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is:

OCCUPATIONAL HEALTH SYSTEMS, INC.

2. The name and address of the Registered Agent and Office are:

R. David San Filippo
One Purlieu Place, Suite 280
Winter Park, Florida 32792

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent of OCCUPATIONAL HEALTH SYSTEMS, INC. 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 am familiar with and accept the obligations of my position as Registered Agent.

Dated this 24 day of May, 1999.



R. David San Filippo
Registered Agent