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Emilio J. Monte

P.O. Box 546005
Surfside, Florida 33154-6005
(305) 864-8807
Fax: (305) 864-9102

July 15, 1999

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

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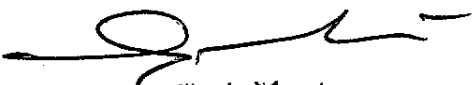
Dear Sirs:

Enclosed please find two originals of the Articles of Incorporation for a new State of Florida corporation. The proposed corporate name is HealthSpectrum of California, Inc. Enclosed herewith are letters from HealthSpectrum, Inc., and HealthSpectrum National, Inc., existing State of Florida corporations, indicating that they do not object to the use of the proposed name of this new corporation.

Also enclosed is a check for \$78.75 (\$70.00 filing fee and \$8.75 for a Certificate of Status).

Please feel free to contact me with any questions.

Sincerely,


Emilio J. Monte

Address: P. O. Box 546005, Surfside, Florida 33154-6005.
Telephone Number: (305) 864-8807.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HealthSpectrum National, Inc.

P.O. Box 546005
Surfside, Florida 33154-6005
(305)864-8807
Fax:(305) 864-9102

July 15, 1999

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

Dear Sirs:

The purpose of this letter is to let you know that HealthSpectrum National, Inc., a State of Florida corporation does not object to the use, by Emilio J. Monte, of the name HealthSpectrum of California, Inc. as a new State of Florida corporation, that he is forming.

Please feel free to call with any questions.

Sincerely,



Emilio J. Monte
Director

ARTICLES OF INCORPORATION OF

HealthSpectrum of California, Inc.

The undersigned acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I

NAME

The name of this Corporation shall be:

HealthSpectrum of California, Inc.

II

BUSINESS

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated in the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

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TALLAHASSEE, FLORIDA

III

SHARES

The authorized capital stock of this Corporation shall consist of 500 shares of common stock, \$1.00 par value.

IV

EFFECTIVE DATE AND DURATION

This Corporation shall exist perpetually unless dissolved according to law.

V

MAILING ADDRESS AND REGISTERED OFFICE AND REGISTERED AGENT

The mailing address of this Corporation is P.O. Box 546005, Surfside, Florida 33154-6005. The initial registered office of this Corporation is : 9317 Collins Avenue, # 25, Surfside, Florida 33154. The initial registered agent for this Corporation is: Emilio J. Monte.

VI

NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

VII

BOARD OF DIRECTORS

The following shall constitute the initial Board of Directors of the Corporation:

Emilio J. Monte
9317 Collins Avenue, #25, Surfside, Florida 33154

Susan M. Kreitzer
1687 Torrance Street, San Diego, California 92103

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TALLAHASSEE, FLORIDA

VIII

INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

Name: Emilio J. Monte

Address: 9317 Collins Avenue, #25, Surfside, Florida 33154

IX

GENERAL PROVISIONS

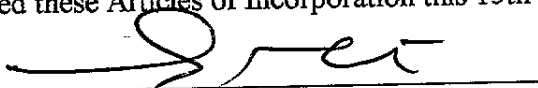
(a). The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b). Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital Stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

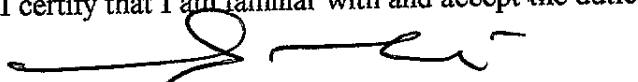
(c). A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(d). The Corporation shall indemnify each director and officer of the corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

The undersigned incorporator has executed these Articles of Incorporation this 15th day of July, 1999.


Emilio J. Monte, Incorporator

Having been named Registered Agent, I certify that I am familiar with and accept the duties and responsibilities of that position.


Emilio J. Monte, Registered Agent