

P990000074620

Suite Number 100
1100 N. E. 125th Street
North Miami, FL 33161
August 12, 1999

Division of Corporations
Office of Secretary of State
Florida Department of State
Post Office Box Number 6327
Tallahassee, Florida 32314

FILED
AUG 16 PM 4:17
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Re: Incorporation in Florida of new companies to be named
MIAMI-DADE HOLDINGS CORPORATION and FAMILY HEALTH, INC..

Ladies & Gentlemen:

300002961239-8
-08/16/99-01125-016
****122.50 *****78.75

Enclosed please find the originals and a photocopy of each of the proposed forms of Articles of Incorporation (including Acknowledgements of Resident Agent in each instance) which have been prepared (and executed) for two new companies which are hereby requested be incorporated here in Florida under the names:

MIAMI-DADE HOLDINGS CORPORATION

- and -

FAMILY HEALTH, INC.

It is particularly requested that these papers be accepted for filing with your office immediately, so that said companies shall thereby be incorporated and that a certified copy of each of these two Articles thence shall be returned to me with the Certificate of Incorporation (Corporate Charter) at once in the stamped, self-addressed envelope which I am also enclosing herewith for that purpose.

In furtherance of the foregoing, I am also enclosing two checks in the amount of \$122.50 each made payable to you for purposes of covering the understood charges in this connection, as follows:

\$35.00 for the filing fee re the Articles of Incorporation
\$35.00 for the filing fee re the Registered Agent
\$52.50 for the certified copy of the Articles of Incorporation

Please proceed as I have requested above as soon as possible and, it is further requested, please advise me by telephone (collect, if you wish) at (305) 441-0304 if there is any problem in doing so.

I look forward to being advised that this incorporation has been properly effected by receipt of the Certificate of Incorporation, including the certified copy of the Articles of Incorporation, within the next ten (10) days, at the latest.

Thank you for your service.

Sincerely,

Vladimir Rosenthal

Enclosures

ARTICLES OF INCORPORATION
OF
FAMILY HEALTH, INC.

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TALLAHASSEE, FLORIDA

The below-designated subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation pursuant to the provisions of the laws of the State of Florida, certifying as follows:

ARTICLE I - INCORPORATOR

The name and address of the incorporator of the Corporation is:

Vladimir Rosenthal Suite Number 100
1100 N. E. 125th Street
North Miami, Florida 33161

ARTICLE II - NAME & PLACE OF BUSINESS

The name of this Corporation shall be:

FAMILY HEALTH, INC.

The principal place of business of this corporation shall be:

Suite Number 100
1100 N. E. 125th Street
North Miami, Florida 33161

ARTICLE III - NATURE OF BUSINESS

The corporation may engage in and/or transact any or all activities and/or business permitted under the laws of the United States of America, the State of Florida, and/or any other state, country, territory, or nation.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall exist perpetually unless and until dissolved according to law.

ARTICLE V - REGISTERED OFFICE & AGENT

The initial registered office of the Corporation shall be at Suite Number 100, 1100 N. E. 125th Street, North Miami, Florida 33161, which is also the mailing address. The initial Registered Agent of the Corporation at that address shall be: Vladimir Rosenthal.

ARTICLE VI - CAPITAL STOCK

The number of shares of capital stock which the Corporation shall have authority to issue and have outstanding at any one time shall be one hundred (100) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE VII - DIRECTOR/S

The business of the Corporation shall be managed by two (2) Directors.

ARTICLE VIII - FIRST DIRECTOR/S

The name and address of the first Directors of the Corporation, who shall serve until the first annual meeting of stockholders or until their successors are elected and qualified, shall be:

Vladimir Rosenthal	Suite Number 100 1100 NE. E. 125th Street North Miami, Florida 33161
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- AND -

Brenda Ann Parker	Suite Number 100 1100 NE. E. 125th Street North Miami, Florida 33161
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IN WITNESS WHEREOF, the undersigned Incorporator, Vladimir Rosenthal, has hereunto set his hand and seal on this 9 day of August, 1999.

 (L.S.)
VLADIMIR ROSENTHAL

STATE OF FLORIDA)
 (SS.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me by VLADIMIR ROSENTHAL, who either: (X) is personally known to me; or () produced

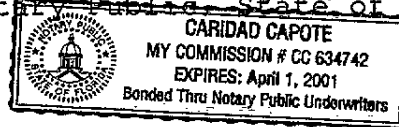
his Florida Driver's License No. _____ as
identification; and he did take an oath.

9th IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this
day of August, 1999.

Caridad Capote
Notary Public, State of Florida

My Commission Number:

My Commission Expires:

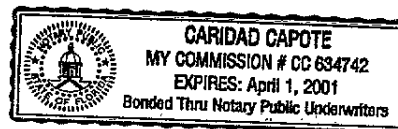


ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Vladimir Rosenthal
Vladimir Rosenthal
Registered Agent

Dated: August 9, 1999



FILED
99 AUG 16 PM 4: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA