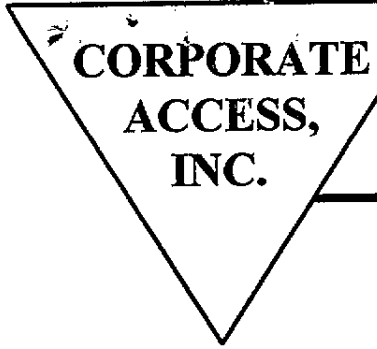


20000010793



236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 1/21/00 1:00

EFFECTIVE DATE 01/21/00

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X FILING Articles

1.) Neighborhood Health Partnership of Florida Inc. (CORPORATE NAME & DOCUMENT #)

2.) (CORPORATE NAME & DOCUMENT #)

900003106109--7 -01/21/00--01034--022 \*\*\*\*\*78.75 \*\*\*\*\*78.75

3.) (CORPORATE NAME & DOCUMENT #)

4.) (CORPORATE NAME & DOCUMENT #)

5.) (CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

T. SMITH FEB - 1 2000

DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 21, 2000

CORPORATE ACCESS, INC.  
236 E. PARK AVE.  
TALLAHASSEE, FL 32301

SUBJECT: NEIGHBORHOOD HEALTH PARTNERSHIP OF FLORIDA, INC.  
Ref. Number: W00000001758

*Corrected 2/1/00  
(We need this  
file date)*

We have received your document for NEIGHBORHOOD HEALTH PARTNERSHIP OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 487-6927.

Tracy Smith  
Document Specialist

Letter Number: 900A00002937

RECEIVED  
00 FEB -1 AM 9:57  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Articles of Incorporation

of

EFFECTIVE DATE  
01/17/00

NHP SUCCESSOR CORP.

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

NHP SUCCESSOR CORP.

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

c/o Marc H. Auerbach, Esq.  
201 S. Biscayne Blvd.  
20th Floor  
Miami, Florida 33131

00 JAN 21 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of \$.001 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a

share dividend in respect of shares of another series.

**ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE**

This Corporation shall commence its corporate existence on January 17, 2000.

This Corporation shall have perpetual existence.

**ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Marc H. Auerbach, Esq.  
201 S. Biscayne Blvd.  
20th Floor  
Miami, Florida 33131

**ARTICLE VI. BOARD OF DIRECTORS**

The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

**ARTICLE VII. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Marc H. Auerbach, Esq.  
201 S. Biscayne Blvd.  
20th Floor  
Miami, Florida 33131

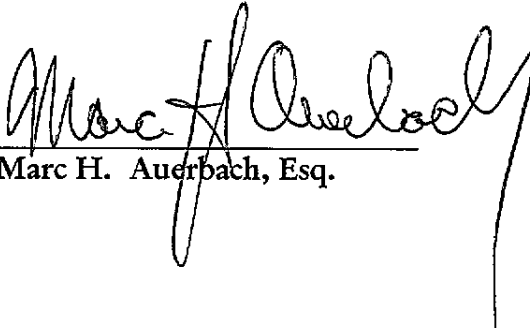
ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

ARTICLE IX. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of January 17, 2000.

By:   
\_\_\_\_\_  
Marc H. Auerbach, Esq.

CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of NHP SUCCESSOR CORP., its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

By:   
Marc H. Auerbach, Esq.

Dated: January 17, 2000

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TALLAHASSEE, FLORIDA