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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 12 PM 1:15

ACCOUNT NO. : 072100000032

REFERENCE : 827512 7119162

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizub

ORDER DATE : September 12, 2000

ORDER TIME : 10:47 AM

ORDER NO. : 827512-005

CUSTOMER NO: 7119162

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CUSTOMER: Sandra Greenblatt, Esq
Sandra P. Greenblatt P.a.

3109 Stirling Road
Suite 101
Fort Lauderdale, FL 33312

DOMESTIC FILING

NAME: HARBOR HEALTHCARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

RECEIVED
00 SEP 12 AM 11:30
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
CORPORATE SERVICES SECTION

J 9/12/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 12 PM 1:15

ARTICLES OF INCORPORATION
OF
HARBOR HEALTHCARE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is Harbor Healthcare, Inc.

ARTICLE II

Duration

The term of existence of the Corporation is perpetual.

ARTICLE III

Nature of Business

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act;
2. To obtain the requisite licenses and to engage in the operation of one or more prepaid healthcare organizations and related businesses; and
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV
Capital Stock

The aggregate number of shares which the Corporation has authority to issue is One Hundred Thousand (100,000) shares, all of which shall be common stock having a par value of ONE CENT (\$.01) per share.

ARTICLE V
Preemptive Rights Granted

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE VI
Registered Office

The street address of the initial registered office of the Corporation is:

3109 Stirling Road
Suite 101
Fort Lauderdale, FL 33312

The name of the registered agent at such address is:

Sandra P. Greenblatt, P.A.

ARTICLE VII
Principal Office

The initial street address of the principal office of the Corporation in the State of Florida is:

10305 Bermuda Drive
Cooper City, FL 33026

ARTICLE VIII

Directors

The initial board of directors of the Corporation shall consist of one (2) members. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

ARTICLE IX

Incorporator

The name and address of the incorporator is:

NAME

Sandra P. Greenblatt, Esq.

ADDRESS

Sandra P. Greenblatt, P.A.
3109 Stirling Road
Suite 101
Fort Lauderdale, FL 33312

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer, or director to the full extent permitted by law.

ARTICLE XI

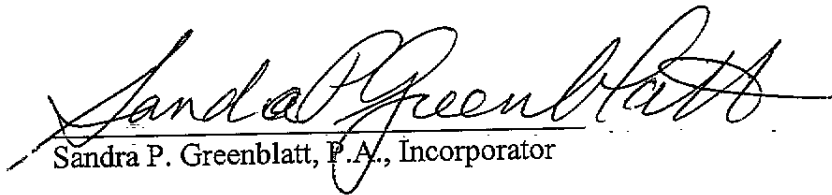
Reimbursement for Organizational and Certain Other Preincorporation Expenses; Adoption of Contracts

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its directors to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation.

ARTICLE XII
Right to Amend Articles of Incorporation

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this eleventh (11th) day of September, 2000.


Sandra P. Greenblatt, P.A., Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, personally appeared Sandra P. Greenblatt, Esq., to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he/she executed said instrument for the purposes therein expressed and who produced his/her Florida Driver's License as proof of identity.

Witness my hand and official seal this 11th day of September, 2000, in the aforesaid County and State.

My Commission Expires:


Notary Public



Commission Number

Printed Name of Notary

**CERTIFICATION OF DESIGNATION
OF
REGISTERED AGENT / REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 12 PM 1:15

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

HARBOR HEALTHCARE, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL
PLACE OF BUSINESS LOCATED AT 10305 BERMUDA DRIVE, COOPER
CITY, FLORIDA 33026, HAS NAMED SANDRA P. GREENBLATT, P. A.,
LOCATED AT 3109 STIRLING ROAD, SUITE 101, FORT LAUDERDALE,
FLORIDA 33312, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

SIGNATURE:



TITLE:

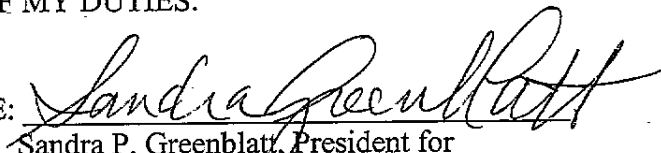
Sandra P. Greenblatt, P.A., Incorporator

DATE:

September 11, 2000

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 AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:



Sandra P. Greenblatt, President for
Sandra P. Greenblatt, P.A., Registered Agent

DATE:

September 11, 2000