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ACCOUNT NO. : 072100000032

REFERENCE : 211731 168561A

AUTHORIZATION :

COST LIMIT : \$ 122.98

Patricia Pizut

ORDER DATE : January 6, 1997

ORDER TIME : 9:59 AM

ORDER NO. : 211731-005

4000002048224--7

CUSTOMER NO: 168561A

CUSTOMER: Ms. Gloria Rusta
LOEB & LOEB

Suite 1800
1000 Wilshire Blvd
Los Angeles, CA 90017-2475

FILED
97 JAN -7 PM 2:37
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

DOMESTIC FILING

NAME: RELIABLE HEALTH CARE SERVICES
OF FLORIDA, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

RECEIVED
97 JAN -7 AM 11:24
DIVISION OF CORPORATION

*6.7.97
L.C.I.
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SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RELIABLE HEALTH CARE SERVICES OF FLORIDA, INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST. The corporate name for the corporation (hereinafter called the "corporation") is **RELIABLE HEALTH CARE SERVICES OF FLORIDA, INC.**

SECOND. The street address and mailing address, wherever located, of the principal office of the corporation is:

5705 South Sepulveda Boulevard
Culver City, CA 90230-6406

THIRD. The number of shares that the corporation is authorized to issue is one hundred (100), all of which are of a par value of One Dollar (\$1.00) each and are of the same class and are Common shares.

FOURTH. The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.050(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH. The name and the address of the incorporator are:

Gloria Rusta
c/o Loeb & Loeb LLP
1000 Wilshire Blvd., Suite 1800
Los Angeles, CA 90017

SEVENTH. The purposes for which the corporation is organized shall be the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH. The duration of the corporation shall be perpetual.

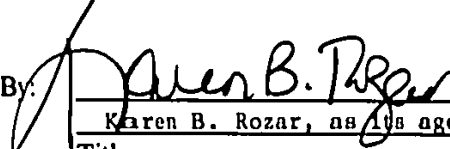
NINTH. The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on January 6, 1997


Gloria Rusta, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent 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 I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: 
Karen B. Rozar, as ~~the~~ agent
Title: _____

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SEC
TALLAHASSEE, FLORIDA