

**CORPORATE  
ACCESS,  
INC**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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CERTIFIED COPY

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PHOTO COPY

FILING *Profit*

1.) Infinity Healthcare Services Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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-06/06/97--D1007--011  
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3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

9.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

*4/6/97*

FILED  
97 JUN -6 PM 10:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
97 JUN -6 AM 9:35  
DIVISION OF CORPORATION

FILED  
97 JUN -6 PM 10:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**of**  
**INFINITY HEALTHCARE SERVICES INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be: **INFINITY HEALTHCARE SERVICES INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 3333 West Commercial Boulevard, Suite 203, Fort Lauderdale, Florida 33309.

**ARTICLE III - CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock, with no par value.

**ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is: Richard M. Andzel, 3333 West Commercial Boulevard, Suite 203, Fort Lauderdale, Florida 33309.

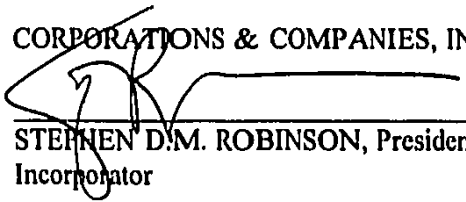
**ARTICLE V - DIRECTOR(S)**

The name(s) of the initial director(s) is(are): Anthony R. Morgenthau, Richard M. Andzel and Joseph Y. Zumwalt.

**ARTICLE VI - INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is: Corporations & Companies, Inc., Stephen D.M. Robinson, President, Suite 300A, Two Greenville Crossing, 4001 Kennett Pike, Wilmington, Delaware 19807.

The undersigned has executed these Articles of Incorporation this 28th day of May, 1997.

BY:   
CORPORATIONS & COMPANIES, INC.  
STEPHEN D.M. ROBINSON, President  
Incorporator

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

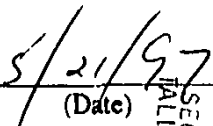
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: INFINITY HEALTHCARE SERVICES INC.
  
2. The name and street address of the registered agent and office is:

Richard M. Andzel  
3333 West Commerical Boulevard  
Suite 203  
Ft. Lauderdale, Florida 33309

*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 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*

  
\_\_\_\_\_  
(Signature)

  
\_\_\_\_\_  
(Date)

**FILED**  
97 JUN -6 PM 10:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA