

P97000101110

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002353916--0
-11/21/97--01047--010
*****78.75 *****78.75

SUBJECT: LIGHTHOUSE HEALTH CARE RESOURCES, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

| | | | |
|-----------------------|---|---------------------------------|--|
| <u> </u> \$70.00 | <input checked="" type="checkbox"/> \$78.75 | <u> </u> \$122.50 | <u> </u> \$131.25 |
| Filing fee | Filing Fee & Certificate | Filing Fee & Certified Copy | Filing Fee, Certified Copy & Certificate |
| | | Additional Copy Required | |

FROM: Dr. Gary Moran
Name (printed or typed)

7777 N. University Drive, Suite 206
Address

Tamarac, Florida 33321
City, State & Zip

(954) 729 - 1616

FILED
 97 NOV 25 PM 3:35
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

Handwritten signature/initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 25, 1997

DR. GARY MORAN
7777 N. UNIVERSITY DRIVE
SUITE 206
TAMARAC, FL 33321

SUBJECT: LIGHTHOUSE HEALTH CARE RESOURCES, INC.
Ref. Number: W97000026504

We have received your document for LIGHTHOUSE HEALTH CARE RESOURCES, 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):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 697A00056238

*Corrected as requested. Thank you
for your help.*
S. J. Moran

ARTICLES OF INCORPORATION

OF

LIGHTHOUSE HEALTH CARE RESOURCES, INC.

FILED
97 NOV 25 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person, for purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Florida hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "corporation") is Lighthouse Health Care Resources, Inc.

SECOND: The address, including street, number, city and country, of the registered office of the corporation in the State of Florida is 7777 N. University Drive, Suite 206, City of Tamarac 33321, County of Broward; and the name of the registered agent of the corporation in the State of Florida at such address is Dr. Gary Moran.

THIRD: The purposes of the corporation are to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is 1,000. The par value of each of such shares is \$.0.1. All such shares are of one class and are shares of Common Stock.

FIFTH: The names of the incorporators and the principal office address (same as registered office mailing address) are:

| <u>NAME</u> | <u>PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS</u> |
|-----------------|---|
| Dr. Gary Moran | 7777 N. University Drive, Suite 206, Tamarac, Florida 33321 |
| Mr. Tim Downing | 7777 N. University Drive, Suite 206, Tamarac, Florida 33321 |

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of the laws of the State of Florida.

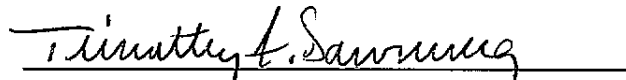
EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the laws of Florida State, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify from and against any and all of the expenses,

liabilities, or other matters referred to in the laws of the State of Florida, 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, agreement, vote of stockholders 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 director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article NINTH.

The undersigned incorporators have executed these Articles of Incorporation this the 12th day of November, 1997.


Dr. Gary Moran - Incorporator


Mr. Tim Downing - Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: Lighthouse Health Care Resources, Inc.

2. The name and address of the registered agent and office is:

Dr. Gary Moran
(Name)
7777 N. University Drive, Suite 206
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
Tamarac, Florida 33321
(CITY/STATE/ZIP)

FILED
97 NOV 25 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent 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.

Gary T. Moran, Ed.D.
(SIGNATURE)

11/18/97
(DATE)