

ARTHUR S. KELLY

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PO00000004292

January 5, 2000

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-01/07/00--01072--010
*****70.00 *****70.00

Re: HPS Healthcare Management, Inc./Articles of Incorporation

Enclosed for filing are an original (and one copy) of the articles of incorporation of HPS Healthcare Management, Inc.. The promoter's check #1008 in the amount of \$70.00 for the filing fee is also enclosed.

Yours truly,

[Signature]

Arthur S. Kelly
enc/

FILED
00 JAN -7 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-13
NO

ARTICLES OF INCORPORATION
OF
HPS HEALTHCARE MANAGEMENT, INC.

FILED
00 JAN -7 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

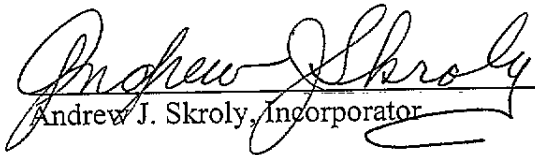
ARTICLE I Name: The name of corporation is HPS Healthcare Management, Inc.

ARTICLE II Principal Office: The street and mailing address of the initial principal office of the corporation is 3270 Suntree Blvd., Suite 103A, Melbourne, FL 32940.

ARTICLE III Authorized Shares: The number of shares of stock the corporation is authorized to have outstanding at any one time is: three hundred common shares with the par value of \$0.10 each.

ARTICLE IV Initial Registered Agent/ Registered Office: The name of the initial registered agent and the Florida street address of the initial registered office of the corporation is Arthur S. Kelly, 3270 Suntree Blvd., Melbourne, FL 32940.

ARTICLE V Incorporator: The name and street address of the incorporator is Andrew J. Skroly, 3270 Suntree Blvd., Suite 103A, Melbourne, FL 32940.


Andrew J. Skroly, Incorporator

Date: January 5, 2000.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this certificate, I 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. I am familiar with and accept the obligations of my position as registered agent.


Arthur S. Kelly, Registered Agent

Date: January 5, 2000.