



Jerome L. Rosen
CERTIFIED PUBLIC ACCOUNTANT

P000000008944

January 18, 2000

Secretary of State
State of Florida
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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****122.50 *****78.75

Re: **TOTAL HEALTH CARE ASSOCIATES, INC.**

Gentlemen:

Enclosed herewith please find an original and one copy of the Certificate of Articles of Incorporation for the above captioned corporation and Certificate of Designated Resident Agent.

A check in the amount of \$122.50 is enclosed to cover the following:

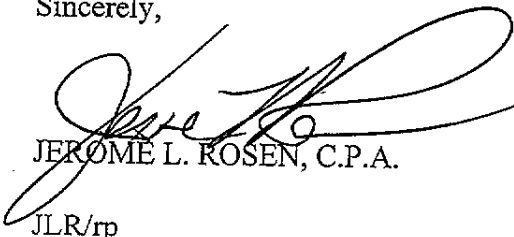
1. Filing Fee \$ 35.00
2. Certified Copies 52.50
3. Resident Agent Certificate 35.00

TOTAL AMOUNT OF: \$122.50

Please endorse your approval of the Articles on the copies, certifying and returning the same to the undersigned at the above address.

If you have any questions, please feel free to contact me.

Sincerely,


JEROME L. ROSEN, C.P.A.
JLR/rp

Encl.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

ARTICLE I - NAME

The name of this corporation is TOTAL HEALTH CARE ASSOCIATES, INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual and shall commence upon the signing and acknowledging of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One-Dollar (\$1.00) par value common stock. All stock of the corporation shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property, other than stock or securities, in lieu of cash, or services, at a just valuation to be determined by the Board of Directors of this corporation.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7880 North University Drive, Tamarac, Florida 33321 and the name of the initial registered agent of this corporation is Jerome L. Rosen.

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TALLAHASSEE FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and address of the initial directors of this corporation is Donald Freedlander, 5755 N.W. 24th Terrace, Boca Raton, FL 33496.

ARTICLE VIII- CORPORATE MAILING ADDRESS

The principal mailing address of the corporation is 7880 North University Drive, Tamarac, Florida 33321.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is Jerome L. Rosen, 7880 North University Drive, Tamarac, Florida 33321.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officers or directors, or any former officers or directors, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned subscriber has executed these Articles of Incorporation this 18th day of January 2000.


Jerome L. Rosen, Incorporator

Having been named as registered agent and to accept service of process for TOTAL HEALTH CARE ASSOCIATES, INC., 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/Registered Agent

1/18/00
Date

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TAMPAHASEL, FLORIDA