

P000000015489



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 585656 5030952

AUTHORIZATION :

COST LIMIT : \$ 78.75

00 FEB 14 PM 2:10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : February 11, 2000

ORDER TIME : 11:24 AM

ORDER NO. : 585656-010

CUSTOMER NO: 5030952

CUSTOMER: Ms. Penny Arbulu
PHILLIPS EISINGER & KOSS,
PHILLIPS EISINGER & KOSS,
Suite 265 South
4000 Hollywood Boulevard
Hollywood, FL 33021

400003133974--6

DOMESTIC FILING

NAME: CRS HEALTHCARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

RECEIVED
00 FEB 14 PM 12:11
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

2/14/00

**ARTICLES OF INCORPORATION
OF
CRS HEALTHCARE, INC.**

FILED
SECRETARY OF STATE
STATE OF FLORIDA

00 FEB 14 PM 2:10

**ARTICLE I
NAME**

The name of this corporation shall be:

CRS HEALTHCARE, INC.

**ARTICLE II
DURATION**

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

**ARTICLE III
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

**ARTICLE V
PREEMPTIVE 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 at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 4825 North Dixie Highway, Fort Lauderdale, Florida 33334.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4825 North Dixie Highway, Fort Lauderdale, Florida 33334, and the name of the initial registered agent is David Shurgin.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name of the initial Director is:

David Shurgin

The address of the Director is as follows: 4825 North Dixie Highway, Fort Lauderdale, Florida 33334.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is David Shurgin, 4825 North Dixie Highway, Fort Lauderdale, Florida 33334. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

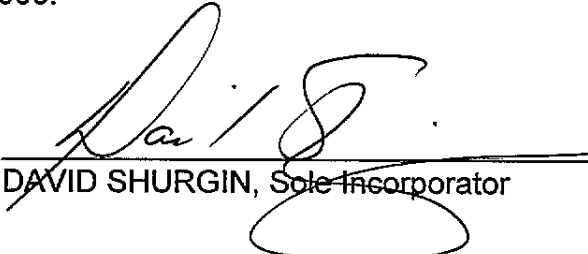
ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMENDMENTS

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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of February, 2000.



DAVID SHURGIN, Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 4TH DAY OF FEBRUARY, 2000.



DAVID SHURGIN

FILED
CLERK OF STATE
OFFICE OF CORPORATIONS
00 FEB 14 PM 2:10