

Charter Number Only

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TION ONLY

Requestor's Name
W. Langstadt

Address
815 PONCE DE LEON BLVD.

City State ZIP Phone
CORAL GABLES FL 33134
(305)461-5667

CORPORATION(S) NAME

500003214245--2
-04/19/00--01022--013
*****78.75 *****78.75

R & R HEALTH SERVICES, INC.

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
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- Merger
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
R & R Health Services, Inc.

00 APR 19 AM 10:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

THE UNDERSIGNED, for the purposes of forming a corporation, under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is:

R & R Health Services, Inc.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are the following:

- A. To engage and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE FOUR

The aggregate number of shares which the Corporation is authorized to issue is **ONE THOUSAND (1,000) SHARES** of common stock with no par value.

ARTICLE FIVE

The street address of the initial office of the Corporation is:

3750 Galt Ocean Drive
Suite 1903
Fort Lauderdale, Florida 33308

ARTICLE SIX

The name and address of the initial Registered Agent is:

OLIVER J. LANGSTADT, ESQUIRE
815 Ponce De Leon Boulevard
Second Floor
Coral Gables, Florida 33134

ARTICLE SEVEN

The number of Directors constituting the initial Board of Directors is three(3). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of each initial Director/Officer of the Corporation are as follows:

Richard Caron
President
1340 Gay-Lussac, bureau 1
Boucherville (Quebec) J4B 7G4, Canada

Articles of Incorporation
R & R Health Services, Inc.

Roger Laurin
Vice President
1350 Gay-Lussac, suite 1
Boucherville (Quebec) J4B 7G4, Canada

Dr. Richard S. Sokol
Secretary/Treasurer
3750 Galt Ocean Drive
Suite 911
Ft. Lauderdale, Florida 33308

ARTICLE EIGHT

The name and address of the incorporator is as follows:

Oliver J. Langstadt, Esq.
815 Ponce de Leon Boulevard
Coral Gables, Florida 33134

ARTICLE NINE

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE TEN


The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Articles of Incorporation
R & R Health Services, Inc.

ARTICLE ELEVEN

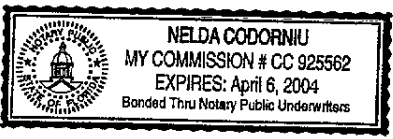
The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 17 day of APRIL, 2000.


OLIVER J. LANGSTADT
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 17 day of April, 2000, by OLIVER J. LANGSTADT, who personally appeared before me at the time of notarization and who is personally known to me.



NOTARY PUBLIC-STATE OF FLORIDA


My commission expires:

Print _____

These Articles were prepared by:

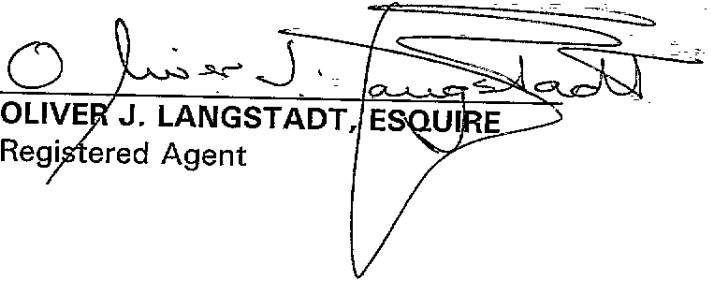
OLIVER J. LANGSTADT, ESQUIRE
815 Ponce De Leon Boulevard
Second Floor
Coral Gables, Florida 33134
Tel: 305-461-5667
Fax: 305-461-4885

Articles of Incorporation
R & R Health Services, Inc.

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the foregoing articles of incorporation, 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.

DATED this 17 day of APRIL, 2000.


OLIVER J. LANGSTADT, ESQUIRE
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA