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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 922-4001

From: Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP  
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2000 MAY -5 PM 3:14  
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TALLAHASSEE, FLORIDA

## FLORIDA PROFIT CORPORATION OR P.A.

Strategic Health Initiative, Inc.

Certificate of Status	1
Certified Copy	1
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Fax Audit No. H00- 25098

**ARTICLES OF INCORPORATION  
OF  
STRATEGIC HEALTH INITIATIVE, INC.**

**ARTICLE I -- NAME**

The name of this corporation is Strategic Health Initiative, Inc.

**ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation are:

6536 N.W. 97th Drive  
Parkland, Florida 33076.

**ARTICLE III -- PURPOSE**

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

**ARTICLE IV -- CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

**ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

200 South Biscayne Boulevard  
Suite 2500  
Miami, Florida 33131;

and the name and address of the initial registered agent of this corporation are:

Scott R. Austin, P.A.  
200 South Biscayne Boulevard  
Suite 250  
Miami, Florida 33131.

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Fax Audit No. H00- 25098**ARTICLE VI -- COMMENCEMENT**

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

**ARTICLE VII -- INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of this corporation, but shall never be fewer than one (1). The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Martin J. Santiago	6536 N.W. 97th Drive Parkland, Florida 33076.

**ARTICLE VIII -- INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Martin J. Santiago	6536 N.W. 97th Drive Parkland, Florida 33076.

**ARTICLE IX -- BY-LAWS**

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

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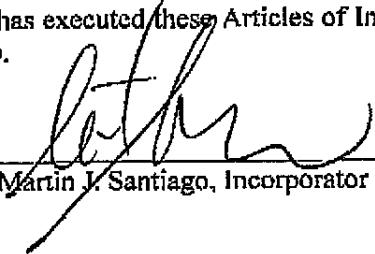
**ARTICLE X -- INDEMNIFICATION**

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

**ARTICLE XI -- AMENDMENT**

This 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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof as of the 5<sup>th</sup> day of May, 2000.

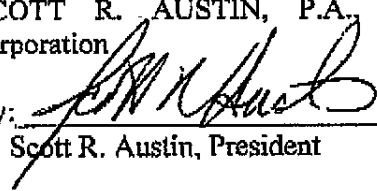
  
\_\_\_\_\_  
Martin J. Santiago, Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, as President and on behalf of Scott R. Austin, P.A., a Florida corporation (the "Corporation"), which has been designated as registered agent for Strategic Health Initiative, Inc., a Florida corporation, in the foregoing Articles of Incorporation of Healthcare Associates, Inc., hereby agrees that the Corporation will accept service of process for and on behalf of Healthcare Associates, Inc. and that the Corporation will comply with any and all laws, including, without limitation, Section 607.0501, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: May 5<sup>th</sup>, 2000.

SCOTT R. AUSTIN, P.A., a Florida  
corporation

By:   
\_\_\_\_\_  
Scott R. Austin, President