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ATTORNEYS AT LAW

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May 7, 2000

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

600003250826--3
-05/12/00--01091--003
*****78.75 *****78.75

RE: SOUTH FLORIDA HEALTH & MEDICAL SERVICES, INC.


DEAR SIRs,

ENCLOSED PLEASE FIND A CHECK FOR \$78.75 AND THE ORIGINAL AND A COPY OF
THE PROPOSED ARTICLES OF INCORPORATION.

PLEASE INCORPORATE THIS FOR PROFIT CORPORATION AND RETURN THE
STAMPED COPY OF THE ARTICLES TO US REFLECTING THAT THE CORPORATION
HAS IN FACT BEEN FORMED.

THANKS.

VERY TRULY YOURS,


JEFFREY SCHWARZ

JAS/ls

FILED
00 MAY 12 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JS/17

FILED
00 MAY 12 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SOUTH FLORIDA HEALTH & MEDICAL SERVICES, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation.

ARTICLE I- NAME

The name of this corporation is SOUTH FLORIDA HEALTH & MEDICAL SERVICES, INC.

ARTICLE II-PURPOSE

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

ARTICLE III-DURATION OF CORPORATION

The period of duration for this corporation is perpetual.

ARTICLE IV- CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is

one hundred (100). Such shares shall be of a single class and shall have a par value of One hundred dollars (\$100.00) per share.

ARTICLE V-PRE-EMPTIVE RIGHTS

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

ARTICLE VI- INITIAL PRINCIPAL OFFICE AND AGENT

The initial street address of the initial principal office of this corporation is 995 NORTH MIAMI BEACH BOULEVARD, # 116, NORTH MIAMI BEACH, FLORIDA 33162. The name of the initial registered agent of this corporation is JEFFREY SCHWARZ, at 16375 NE 18th Avenue, #321, North Miami Beach, Florida 33162.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

The number of directors of this corporation shall be one. The number of directors may be either increased or decreased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is as follows:

ALAN GARSON, 5901 BANYON TERRACE, PLANTATION, FLORIDA 33317.

ARTICLE VIII- INCORPORATORS

The names and addressees of the person signing these Articles is:

ALAN GARSON, 5901 BANYON TERRACE, PLANTATION, FLORIDA

In witness whereof the undersigned subscriber has executed these Articles of Incorporation
this day of April, 2000.

X

ALAN GARSON

STATE OF FLORIDA:

COUNTY OF MIAMI-DADE:

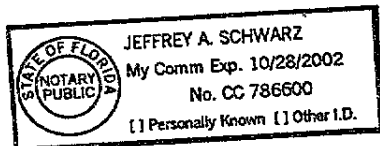
Before me, a Notary Public, authorized to take oaths and acknowledgements in this State and
County appeared the following individual: ALAN GARSON.

Said individual is known to me to be the person who executed the foregoing Articles of
Incorporation and he acknowledged before me that the Articles of Incorporation were in fact

executed by the above person with full knowledge of their meaning and import.

In witness whereof I have set my hand and affixed by seal
in Miami-Dade County Fla this 18th day of April, 2000.

Jeffrey A. Schwarz, Notary Public
State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, AND NAME OF AGENT
UPON WHOM SUCH PROCESS MAY BE SERVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 12 AM 8:26

FILED

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in
compliance with said Act:

FIRST: THAT SOUTH FLORIDA HEALTH & SERVICES, INC. , desiring to organize
under the laws of the State of Florida, with its principal office, as indicated in the Articles of
Incorporation, in the following location:

Has named the following individual as the address indicated below as its agent to accept service
of process within this State:

JEFFREY SCHWARZ, ESQUIRE, 16375 NE 18th Avenue, Suite 321, North Miami Beach,
Florida 33162.

ACKNOWLEDGMENT BY REGISTERED AGENT:

Having been named at this time to accept service of process for the above corporation, at the
place designated in the Certificate, I hereby agree to accept to act in this capacity and agree to
comply with the provision of said Act relative to keeping open said office.

BY

REGISTERED AGENT

JEFFREY SCHWARZ