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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 : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.  
Account Number : 073707002173  
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Fax Number : (954) 981-1605

SECRETARY OF STATE  
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FLORIDA PROFIT CORPORATION OR P.A.

VILAS HEALTHCARE SYSTEMS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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**ARTICLES OF INCORPORATION**  
**OF**  
**VILAS HEALTHCARE SYSTEMS, INC.**

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this corporation is **VILAS HEALTHCARE SYSTEMS, INC.**

**ARTICLE II**

**MAILING ADDRESS**

The mailing address of this corporation is: 4750 North Federal Highway, Suite 201, Ft. Lauderdale, FL 33308.

**ARTICLE III**

**DURATION**

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation with the Department of State.

Prepared by: Mitchell F. Green, Bar No. 358789, 4000 Hollywood Boulevard, Suite 485 South Hollywood, FL 33021, phone: (954)966-2112

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ARTICLE IV

PURPOSE

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

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021 and the name of the initial registered agent of this corporation at that address is Mitchell F. Green.

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ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never less than one (1).

The name and address of the initial director of this corporation are:

Vladimir Livshutz  
4750 North Federal Highway  
Suite 201  
Ft. Lauderdale, FL 33308

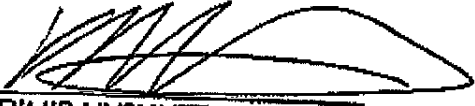
ARTICLE X

INCORPORATOR

The name and address of the Incorporator are:

Vladimir Livshutz  
4750 North Federal Highway  
Suite 201  
Ft. Lauderdale, FL 33308

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
on this 10 day of JUNE, 2000.

  
VLADIMIR LIVSHUTZ  
Initial Director/Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST - - That VILAS HEALTHCARE SYSTEMS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4750 North Federal Highway, Suite 201, City of Ft. Lauderdale, State of Florida, has named Mitchell F. Green, located at 4000 Hollywood Boulevard, Suite 485 South, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: 

VLADIMIR LIVSHUTZ

TITLE: Incorporator

DATE: 6/10/00

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: 

MITCHELL F. GREEN

Registered Agent

DATE: 6/13/00

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