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2499 Glades Rd. Ste. 305A
Boca Raton, FL 33431

August 26th, 2000

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*****70.00 *****70.00

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

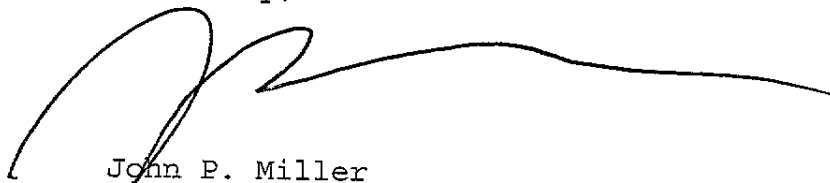
Gentlemen:

Enclosed please find the original and one copy of the articles of incorporation for Mizner Park Managed Care, Inc. and a check for \$70.00 payable to the Secretary of State.

Please process the above articles of incorporation at your earliest convenience and return the file stamped copy to me.

If you have any questions, please call me at 561-368-9777.

Sincerely,



John P. Miller

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

of

MIZNER PARK MANAGED CARE, INC.

FILED
00 AUG 28 PM 3:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

MIZNER PARK MANAGED CARE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Mizner Park Managed Care, Inc.
1365 S. W. 14th Street
Boca Raton, FL 33486

ARTICLE III - DURATION

This corporation shall exist perpetually unless dissolved by Florida Law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) Shares of One Dollar (\$1.00)
Par Value Common Stock.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent of this Corporation is:

John P. Miller
2499 Glades Road, Suite 305A
Boca Raton, FL 33431

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is as follows:

John P. Miller
2499 Glades Road, Suite 305A
Boca Raton, FL 33431

ARTICLE IX -- OFFICERS AND DIRECTORS

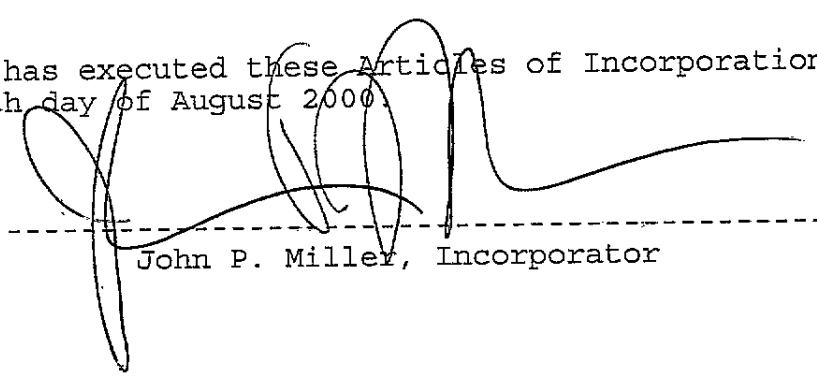
The name, address, and title of the initial one corporate officer is as follows:

Angela Henry, President
1365 S. W. 14th Street
Boca Raton, FL 33486

The name, address, and title of the initial one corporate director is as follows:

Angela Henry, Director
1365 S. W. 14th Street
Boca Raton, FL 33486

The undersigned has executed these Articles of Incorporation
this twenty-fifth day of August 2000.



John P. Miller, Incorporator

CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
00 AUG 28 PM 3:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is Mizner Park Managed Care, Inc.

2. The name and address of the registered agent and office is:

John P. Miller
2499 Glades Road, Suite 305A
Boca Raton, FL 33433

SIGNATURE 

TITLE: Incorporator

DATE: August 25th, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE: August 25th, 2000