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FLORIDA PROFIT CORPORATION OR P.A.

MBK HEALTH SERVICES, INC.

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ARTICLES OF INCORPORATION
OF
MBK HEALTH SERVICES, INC.

ARTICLE I
NAME

The name of the corporation is **MBK HEALTH SERVICES, INC.** (hereinafter referred to as the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Corporation is 9350 South Dixie Highway, Suite 1220, Miami, Florida 33156, or in any other city in the State of Florida designated by the Board of Directors from time to time.

ARTICLE III
REGISTERED AGENT

The street address of the initial registered office of the Corporation is: 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the name of the registered agent is: B & C Corporate Services, Inc.

ARTICLE IV
INCORPORATOR

The name and address of the Incorporator of the Corporation is: Dawn Lankford Bowling, P.A., 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

ARTICLE V
PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, and the Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

ARTICLE VI
TERM

The Corporation shall have perpetual existence.

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**ARTICLE VII
CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.

**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

**ARTICLE IX
DIRECTORS**

The Corporation shall have four directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and addresses of the initial directors are:

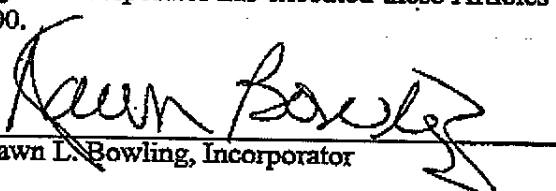
Jeffrey Binder
9350 South Dixie Highway
Suite 1220
Miami, Florida 33156

Manuel Alvarez
228 Park Avenue
Hoboken, New Jersey 07030

James J. Mindala
9640 Weathervane Drive
Chagrin Falls, OH 44023

Pedro Alegria
Avenida Anacaona #23
Torre Naragua 2, Apt. 3
Los Casigazcos
Santo Domingo, Republica Dominicana

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 14th day of December, 2000.


Dawn L. Bowling, Incorporator

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT
OF
MBK HEALTH SERVICES, INC.**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.,
a Florida corporation

By:


Annette Deleon, Vice President

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