

Division of Corporations

Page 1 of 1

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : LAWRENCE B. JURAN, P.A.
Account Number : 120000000008
Phone : (561) 630-5055
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FLORIDA PROFIT CORPORATION OR P.A.**HEALTHCARE DEVELOPERS OF AMERICA II, INC.**

Certificate of Status	0
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B. McKnight JUN 01 2001

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**ARTICLES OF INCORPORATION
OF
HEALTHCARE DEVELOPERS OF AMERICA II, INC.**

ARTICLE I - NAME

The name of this corporation is Healthcare Developers of America II, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation, which is also the mailing address of the Corporation, is located at the following address:

3801 PGA Boulevard, Suite 555
Palm Beach Gardens, Florida 33410

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

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ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Regserv Corp.
3801 PGA Boulevard, Suite 555
Palm Beach Gardens, Florida 33410

ARTICLE IX - INCORPORATOR

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

Patrick J. DiSalvo
3801 PGA Boulevard, Suite 555
Palm Beach Gardens, Florida 33410

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H01000070241 4**ARTICLE X - INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The name and address of the initial director of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Bruce A. Rendina	3801 PGA Boulevard, Suite 555 Palm Beach Gardens, Florida 33410

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

H01000070241 4

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of May, 2001.


Patrick J. DiSalvo

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 17th day of May, 2001.

REGSERV CORP.

By: 
Lawrence J. Diamond, Vice President

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