

PO10000 62531

WEISS SEROTA HELFMAN
PASTORIZA & GUEDES, P.A.
ATTORNEYS AT LAW

NINA L. BONISKE
JAMIE ALAN COLE
EDWARD G. GUEDES
STEPHEN J. HELFMAN
GILBERTO PASTORIZA
JOSEPH H. SEROTA
RICHARD JAY WEISS
DAVID M. WOLPIN
STEVEN W. ZELKOWITZ

MIAMI-DADE OFFICE
2665 SOUTH BAYSHORE DRIVE
SUITE 420
MIAMI, FLORIDA 33133

TELEPHONE (305) 854-0800
TELECOPIER (305) 854-2323
WWW.WSH-FLALAW.COM

BROWARD OFFICE
3107 STIRLING ROAD, SUITE 300
FORT LAUDERDALE, FLORIDA 33312
TELEPHONE (954) 763-4242 • TELECOPIER (954) 764-7770

*OF COUNSEL

JOHN R. HERIN, JR.
CHRISTOPHER F. KURTZ
DAVID LEIBOWITZ
PETER A. LICHTMAN
KAREN LIEBERMAN*
MATTHEW H. MANDEL
BERNARD S. MANDLER*
ALEXANDER L. PALENZUELA-MAURI
GARY I. RESNICK*
NANCY RUBIN*
GAIL D. SEROTA*
DANA S. SCHWARTZ
ARI C. SHAPIRO
JEFFREY P. SHEFFEL
FRANCINE THOMAS STEELMAN
NANCY E. STROUD*
SUSAN L. TREVARTHEN
CARMEN I. TUGENDER
DANIEL A. WEISS*

THOMAS J. ANSBRO*
LILLIAN ARANGO DE LA HOZ*
ALISON S. BIELER
MITCHELL A. BIERMAN
MITCHELL J. BURNSTEIN
ELAINE M. COHEN
DOUGLAS R. GONZALES
GERALD T. HEFFERNAN*

June 20, 2001

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399


Re: The Health Centers, Inc., a Florida corporation

Dear Sir or Madam:

Enclosed please find the original and a copy of Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$87.50 payable to the Florida Department of State representing the filing fee and the cost for a certified copy of the Articles of Incorporation and a certificate of good standing.

Once the Articles have been filed, please return them to the undersigned using the enclosed return Federal Express envelope.

Very truly yours,


Jannette Orihuela

Encls.

800004435158-5
06/21/01 01048-023
*****87.50 *****87.50
D. WHITE JUN 22 2001 5
FILED
JUN 21 PM 3:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
THE HEALTH CENTERS, INC.

FILED
01 JUN 21 PM 3:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be THE HEALTH CENTERS, INC.

ARTICLE II - PRINCIPAL ADDRESS

The principal address of the corporation is 46 North Homestead Boulevard,
Homestead, Florida 33030.

ARTICLE III - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on June 22, 2001; provided that if
such day be authorized under law, then on the earliest day allowable pursuant to Florida
law for commencement of corporate existence.

The existence of this corporation shall be perpetual.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful
business.

ARTICLE V - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall
be as follows:

NUMBER OF SHARES	PAR VALUE	
<u>AUTHORIZED</u>	<u>PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$1.00	Common

ARTICLE VI - PRE-EMPTIVE RIGHTS

The corporation elects to have pre-emptive rights as provided in F.S. 607.0630.

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of this corporation and the name of the initial registered agent of this Corporation at such address are as follows:

REGISTERED
AGENT

Rogelio E. Ribas

STREET ADDRESS OF
REGISTERED AGENT

46 North Homestead Boulevard
Homestead, Florida 33030

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one.

ARTICLE IX - INCORPORATOR

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

NAME

Rogelio E. Ribas

ADDRESS

46 North Homestead Boulevard
Homestead, Florida 33030

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of June, 2001.



ROGELIO E. RIBAS
Incorporator

STATE OF FLORIDA)
)SS.
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this 20th day of June, 2001, personally appeared ROGELIO E. RIBAS to me (x) personally known, or () who presented as I.D.: _____ who did take an oath, and known to me to be the same person described in and who executed the foregoing Articles of Incorporation, and he acknowledged the foregoing to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year above written.

SEAL:





NOTARY PUBLIC STATE OF FLORIDA

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

THE HEALTH CENTERS, INC.

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

First - that THE HEALTH CENTERS, INC.

desiring to organize under the law of the State of Florida, with its principal office as 46 North Homestead Boulevard, Homestead, Florida 33030, as indicated in the Articles of Incorporation appoints the undersigned as its agent to accept service of Process within this State.

Having been named to accept Service of Process for the above stated Corporation at the place designated in this Certificate, I am hereby familiar with and accept the duties and responsibilities as Registered Agent for said corporation and to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



ROGELIO E. RIBAS
46 North Homestead Boulevard
Homestead, Florida 33030

FILED
01 JUN 21 PM 3:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA