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ACCOUNT NO. : 072100000032

REFERENCE : 230991 7279497

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : July 20, 2001

ORDER TIME : 2:21 PM

ORDER NO. : 230991-001

CUSTOMER NO: 7279497

CUSTOMER: Ms. Elizabeth A. Heilman
Ms. Elizabeth A. Heilman

800004492378--9

4701 N. Federal Hwy.
Suite 306 Box B-6
Lighthouse Poin, FL 33064

DOMESTIC FILING

NAME:

PROFESSIONAL CARE MANAGEMENT,
INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Denise Mick - EXT. 1150

EXAMINER'S INITIALS:

10/24/01

FILED
2001 JUL 23 PM 3:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2001 JUL 23 PM 3:03

TO TALLAHASSEE
OFFICE OF THE
SECRETARY OF STATE
FOR FILING

FILED

2001 JUL 23 PM 3:21

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
PROFESSIONAL CARE MANAGEMENT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PROFESSIONAL CARE MANAGEMENT, INC.

The address of the principal office of this corporation shall be 4701 North Federal Highway, Suite 306, Box B-6, Lighthouse Point, Florida 33064 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Elizabeth A. Heilman
Director

429 Northwest 38th Avenue.,
Deerfield Beach, Florida 33442

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2001 JUL 23 PM 3:21

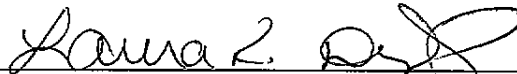
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator of
these Articles of Incorporation:

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these
Articles of Incorporation on July 23, 2001.



Its Agent, Laura R. Dunlap
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

TJW/dck