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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

PRIMEHEALTH HOLDINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
PRIMEHEALTH HOLDINGS, INC.

ARTICLE I
NAME

The name of the corporation is PrimeHealth Holdings, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Corporation is 1051 S. Park Road, Suite 309, Hollywood, Florida 33021, 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 name of the Corporation's registered agent in the State of Florida is A. Paul Shapansky, 1051 S. Park Road, Suite 309, Hollywood, Florida 33021.

ARTICLE IV
INCORPORATOR

The name and address of the Incorporator of the Corporation is: Dale Bergman, 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 14th day of June, 2002.


Dale Bergman, Incorporator

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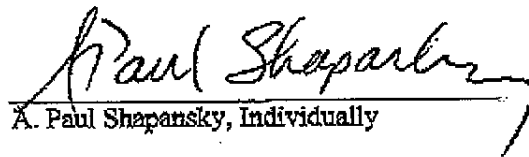
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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT
OF
PRIMEHEALTH HOLDINGS, INC.**

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.


A. Paul Shapansky, Individually

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