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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

July 18, 2002

EFFECTIVE DATE  
07/18/02

From: James Pruden, Esq.  
370 W. Camino Gardens Blvd., Suite 210  
Boca Raton, FL 33432  
Phone 561 417-4644

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

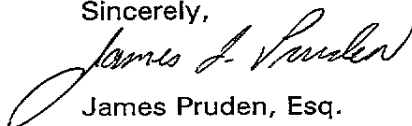
SUBJECT: Nursing Home Consultants, P.A.

Enclosed please find the following:

1. The original and one copy of Articles of Incorporation
2. A check in the amount of \$78.75 for the filing fee, certified copy of certificate of status and Registered Agent designation fee
3. The original and one copy of Certificate of Registered Agent's Appointment & Acceptance

If you have any questions or need any further information, please feel free to contact me at the address or telephone number provided above.

Sincerely,

  
James Pruden, Esq.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**Articles of Incorporation  
of  
Nursing Home Consultants, P.A.,  
A Professional Corporation**

**Article 1**

**Corporate Name**

The name of this corporation shall be "Nursing Home Consultants, P.A."

**Article 2**

**Principal Office and Mailing Address**

The principal office and mailing address of the Corporation is 501 Phillips Drive Boca Raton, FL. 33432.

**Article 3**

**Nature of Corporate Business**

This corporation is a professional service corporation within the meaning of Title XXXVI Chapter 621 of the Florida Statutes. The purpose of the corporation is to engage in the profession of the practice of medicine and any other lawful activities not prohibited to a corporation engaging in such profession by applicable laws and regulations.

**Article 4**

**Capital Stock**

This Corporation shall have authority, acting by its Board of Directors, to issue not more than 100,000 shares of common class at .001 PAR VALUE per share, that have unlimited voting rights of one vote per share for the election of directors and with respect to other matters submitted to a vote of shareholders, and that are entitled to receive the net assets of the Corporation upon dissolution after payment of the Corporation's debts.

**Article 5**

**Limitation on Issuance and Transfer of Ownership**

This Corporation shall not issue any of its capital stock to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same services as those for which the corporation is incorporated. In the event that any shareholder becomes legally disqualified to render such professional services within the state of Florida or accepts employment that, pursuant to existing law, places restrictions on

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limitations upon that person's continued rendering of such professional services, that person shall sever all employment with, and financial interest in, the corporation forthwith, which shall include, but not be limited to the sale of any and all capital stock, held by such person in the corporation, to the remaining shareholders.

## **Article 6**

### **Term of Existence**

This Corporation shall have perpetual existence.

## **Article 7**

### **Effective Date of Corporation**

The Corporation shall commence business on July 18 2002 along with the contemporaneous payment of not less than \$10.00 (ten dollars) in value for the issuance of its shares.

## **Article 8**

### **Registered Agent**

The Registered Agent and the street address of the Initial Registered Office of the Corporation in the State of Florida shall be:

James L. Pruden, Esq.  
370 West Camino Gardens Blvd., Suite 210  
Boca Raton, FL. 33432

## **Article 9**

### **Board of Directors**

The initial Board of Directors shall consist of (2) members, the name and address of whom are as follows:

Dr. Glenn Gidseg  
501 Phillips Drive  
Boca Raton, FL. 33432

Dr. Kim Goldmintz  
423 Coconut Isle  
Ft, Lauderdale, FL. 33301

The person named as the initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are duly elected or appointed and qualified, whichever occurs first.

## **Article 10**

### **Indemnification**

No Director or Officer of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of his/her duty of care or other duty as a Director; provided that this provision shall eliminate or limit the liability of a Director or Officer only to the extent permitted from time to time by the Florida Business Corporation Act or any successor law or laws; and, nothing herein shall be interpreted to abolish, repeal, modify, restrict, or limit the law in effect in the state of Florida applicable to the professional relationship and liabilities between the person furnishing the professional services and the person receiving such professional service and to the standards for professional conduct whereby a Director, officer or shareholder shall be personally liable and accountable only for negligent or wrongful acts or misconduct committed by that person, or by any person under that person's direct supervision and control, while rendering professional legal service on behalf of the corporation to the person to whom such professional service was rendered.

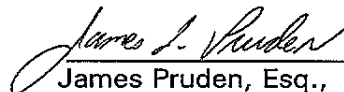
## **Article 11**

### **Incorporator**

The name of the person signing these Articles of Incorporation as the Incorporator is James Pruden, Esq. whose address is 370 W. Camino Gardens Blvd., Suite 210, Boca Raton, FL. 33428.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 18<sup>th</sup> day of July 2002.

Incorporator

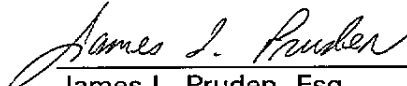
  
James Pruden, Esq.,

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

Pursuant to the provisions of Section 607.0501, Florida Statutes, Nursing Home Consultants, P.A., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 501 Phillips Drive Boca Raton, FL. 33432 has named James L. Pruden, Esq. whose address is 370 West Camino Gardens Blvd., Suite 210, Boca Raton, FL. 33432 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
James L. Pruden, Esq.

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