Division of Corporations

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Florida Department of State

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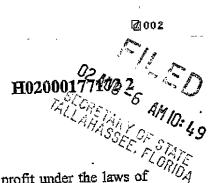
Account Number : 074143000064 : (954)467-2200 Phone Fax Number : (954)467-2210

FLORIDA PROFIT CORPORATION OR P.A.

OPH-PEMBROKE, INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

8/6/2002 DA alas



ARTICLES OF INCORPORATION OF OPH-PEMBROKE, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I Name

The name of this corporation shall be OPH-PEMBROKE, INC.

Article II Principal Office and Mailing Address

The principal place of business and mailing address of this corporation shall be 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33394.

Article III Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having a par value of \$1.00 per share.

Article IV Initial Registered Agent and Address

The street address of the initial registered office of this corporation is 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33394, and the initial registered agent at that office is Michael P. Hamaway, Esq.

Article V Incorporator

The name and street address of the incorporator of this corporation are:

Steven R. Kamelhair 400 Northwest 74th Avenue Plantation, Florida 33317

> Article VI Duration

This corporation shall exist perpetually.

Prepared By: Gary S. Singer, Esquire Mombach, Boyle & Hardin, P.A. 500 East Broward Boulevard, Suite 1950 Fort Lauderdale, Florida 33394 (954) 467-2200 Attorney Number: 355178

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Article VII Purposes

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII Directors

- (a) This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).
 - (b) The names and street addresses of the initial directors of the corporation are:

Steven R. Kamelhair 400 Northwest 74th Avenue Plantation, Florida 33317

Stephen L. Nemerofsky 400 Northwest 74th Avenue Plantation, Florida 33317

Audie M. Rolnick 400 Northwest 74th Avenue Plantation, Florida 33317

Article IX Effective Date

These Articles of Incorporation shall become effective upon filing by the Department of State of the State of Florida.

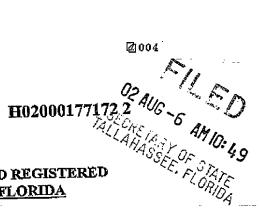
Article X Indemnification

The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on the day of August, 2002.

Steyen R. Kamelhaii

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CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

OPH-PEMBROKE, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates Michael P. Hamaway, Esq. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33394.

DATED this 6 day of August, 2002.

Steven R. Kamelhair

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 6 day of August, 2002.

Michael P. Hamaway

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