

**Electronic Articles of Incorporation
For**

P03000149914
FILED
December 10, 2003
Sec. Of State

HEALTHCARE RESOURCES OF AMERICA INC.

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

Article I

The name of the corporation is:

HEALTHCARE RESOURCES OF AMERICA INC.

Article II

The principal place of business address:

1126 SOUTH FEDERAL HIGHWAY
SUITE 300
FT. LAUDERDALE, FL. 33316

The mailing address of the corporation is:

1126 SOUTH FEDERAL HIGHWAY
SUITE 300
FT. LAUDERDALE, FL. 33316

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

BARRY F COHEN
1126 SOUTH FEDERAL HIGHWAY
SUITE 300
FT. LAUDERDALE, FL. 33316

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: BARRY F. COHEN

Article VI

The name and address of the incorporator is:

BARRY F. COHEN
1126 SOUTH FEDERAL HIGHWAY, SUITE 300
FT. LAUDERDALE, FL 33316

Incorporator Signature: BARRY F. COHEN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
BARRY F COHEN
1126 SOUTH FEDERAL HIGHWAY, SUITE 300
FT. LAUDERDALE, FL. 33316

Title: VP
HOWARD CHAN
1126 SOUTH FEDERAL HIGHWAY, SUITE 300
FT. LAUDERDALE, FL. 33316

Article VIII

The effective date for this corporation shall be:

12/12/2003