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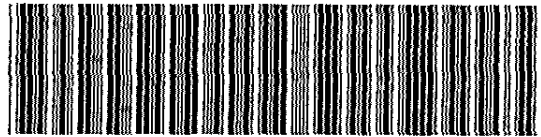
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SECRETARY OF STATE  
DIVISION OF CORP. REGISTRATION  
05 MAY 19 AM 9:22

J. Stivers MAY 12 2005

DAVID A. SCHWARTZ  
ATTORNEY AT LAW  
150 SOUTH PINE ISLAND ROAD  
SUITE 320  
PLANTATION, FLORIDA 33324  
(954) 472-0199  
FAX (954) 472-9317

May 6, 2005

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

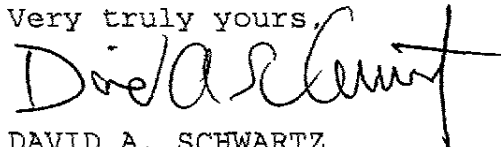
Re: Value Health Care Management, Inc.  
Articles of Incorporation

Gentlemen:

I herewith enclose an originally executed set of Articles of Incorporation, as well as one copy, for the following corporation: **Value Health Care Management, Inc., a Florida corporation.** Please file same with the Florida Secretary of State's office immediately upon your receipt of these Articles, and return a copy to me by regular mail as proof of filing, as well as a Certificate of Status.

I enclose my check in the amount of \$78.75 in full payment of the requisite incorporation and certificate of status fee. Thank you for your assistance in this matter.

Very truly yours,



DAVID A. SCHWARTZ  
Attorney at Law

DAS:ch  
Enclosure as indicated

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 MAY 10 AM 9:22

ARTICLES OF INCORPORATION  
OF  
VALUE HEALTH CARE MANAGEMENT, INC.

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

IDENTIFICATION

The name of this corporation is VALUE HEALTH CARE MANAGEMENT, INC., having a principal place of business at c/o Richard J. Harris, 220 East 65th Street, Apt. 6F, New York, New York 10021.

ARTICLE II

DURATION

This corporation shall have perpetual existence which shall commence with the date of filing of these Articles with the Secretary of State.

ARTICLE III

AUTHORIZED SHARES

The capital stock of this corporation shall consist of 10,000 Shares of Common Stock of \$0.01 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAY 10 AM 9:30

#### ARTICLE IV

##### REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and his address is as follows: David A. Schwartz, Esquire, 150 S. Pine Island Road, Suite 320, Plantation, Florida 33324.

#### ARTICLE V

##### INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows: David A. Schwartz, Esquire, 150 S. Pine Island Road, Suite 320, Plantation, Florida 33324.

#### ARTICLE VI

##### ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

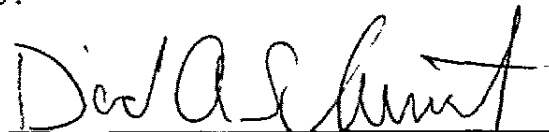
2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal By-laws shall be in the Board of Directors of the corporation or in the stockholders; By-laws adopted by the Board of Directors may be altered or repealed by the stockholder and vice versa, except that the stockholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

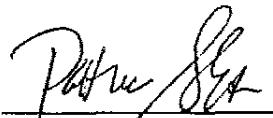
IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at the City of Plantation, Broward County, Florida, for the uses and purposes aforesaid this 6th day of May, 2005.

  
DAVID A. SCHWARTZ, ESQUIRE  
INCORPORATOR

STATE OF FLORIDA )  
 : SS.  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared David A. Schwartz, Esquire, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation; and he has freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Plantation, Broward County, Florida, this 6th day of May, 2005.



(Signature of Notary Public -  
State of Florida)

My Commission Expires:



PATRICIA S. ETKIN  
MY COMMISSION # DD 114620  
EXPIRES: June 8, 2006  
Bonded Thru Budget Notary Services

Personally Known ☒ OR Produced Identification ☐  
Type of Identification Produced: \_\_\_\_\_

DID Take Oath ☒ OR DID NOT Take Oath ☐

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

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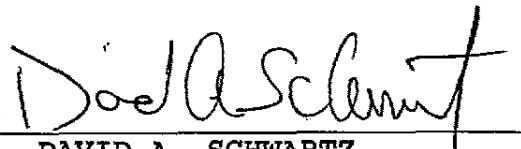
In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

VALUE HEALTH CARE MANAGEMENT, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in New York, New York, has named David A. Schwartz, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: -----

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office and I accept the obligations of Section 607.0505 of the Florida Statutes.

By



DAVID A. SCHWARTZ  
Registered Agent

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 MAY 10 AM 9:22