

**Electronic Articles of Incorporation
For**

P05000117585
FILED
August 23, 2005
Sec. Of State
jshivers

COHEN-NEWMAN HEALTHCARE SERVICES, 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:

COHEN-NEWMAN HEALTHCARE SERVICES, INC.

Article II

The principal place of business address:

9420 S.W. 77TH AVENUE
SUITE #100
MIAMI, FL. 33156

The mailing address of the corporation is:

9420 S.W. 77TH AVENUE
SUITE #100
MIAMI, FL. 33156

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:

1000

Article V

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

MICHAEL P NEWMAN
9420 S.W. 77TH AVENUE
SUITE 100
MIAMI, FL. 33156

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

P05000117585
FILED
August 23, 2005
Sec. Of State
jshivers

Registered Agent Signature: MICHAEL P. NEWMAN

Article VI

The name and address of the incorporator is:

MICHAEL P. NEWMAN
9420 S.W. 77TH AVENUE
SUITE 100
MIAMI, FLORIDA 33156

Incorporator Signature: MICHAEL P. NEWMAN

Article VII

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

Title: P,D
MICHAEL P NEWMAN
9420 S.W. 77TH AVENUE, SUITE 100
MIAMI, FL. 33156

Title: VPD
ERIC A COHEN
9420 S.W. 77TH AVENUE, SUITE 100
MIAMI, FL. 33156

Article VIII

The effective date for this corporation shall be:

08/23/2005