

P95000001173

MIRKIN & WOOLF, P.A.

Attorneys at Law

Flagler Federal Tower - Suite 580
1700 Palm Beach Lakes Blvd.
West Palm Beach, Florida 33401
phone 407-687-4460
fax 407-687-3447

December 29, 1994

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

Re: Articles of Incorporation

Gentlemen:

Enclosed for filing please find an original and one copy of
Articles of Incorporation for Health Associates Acquisition Corp.

Also enclosed please find a check in the amount of \$122.50 to
cover the filing fee and fee for a certified copy. Please mail
the certified copy to me at the address above.

Thank you for your immediate attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.

Lisa D. Lowery
Lisa D. Lowery
Legal Secretary

/ldl
Enclosures

cc: William M. Kirschner

RECEIVED
DEPT. OF STATE
DIVISION OF CORPORATIONS
95 JAN -3 PM 4:00

RECEIVED
01/04/95 01:45 PM
***122.50 ***122.50

KAN 1-5

ARTICLES OF INCORPORATION

OF

HEALTH ASSOCIATES ACQUISITION CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JAN -3 PM 4:00

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be Health Associates Acquisition Corp. The principal place of business shall be 433 Plaza Real #271, Boca Raton, Florida 33432.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in or transact all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares which the Corporation shall have authority to issue is one million (1,000,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation is 1700 Palm Beach Lakes Blvd., Suite 580, West Palm Beach, Florida 33401 and the name of the initial registered agent of the Corporation at that address is Mark H. Mirkin, Esq.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

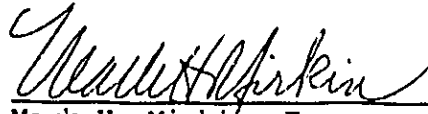
ARTICLE VI. DIRECTORS

This Corporation shall have one (1) director initially. The name and address of the initial member of the Board of Directors are William M. Kirschner, 433 Plaza Real #271, Boca Raton, Florida 33432.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are Mark H. Mirkin, Esq., 1700 Palm Beach Lakes Blvd., Suite 580, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 26th day of December, 1994.


Mark H. Mirkin, Esq.

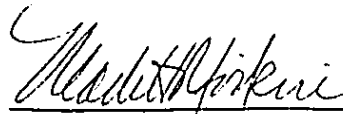
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

HEALTH ASSOCIATES ACQUISITION CORP., desiring to organize under the laws of the State of Florida with its registered office address, as indicated in the Articles of Incorporation, as 1700 Palm Beach Lakes Blvd., Suite 580, West Palm Beach, Florida 33401, has named MARK H. MIRKIN, ESQ. 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 the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.



Mark H. Mirkin, Esq.

P9500001173

OFFICE USE ONLY (Document #)

Greenberg Training
(Requestor's Name)

Michelle @ 425-8526
(City, State, Zip) (Phone #)

100001374921
-01/10/95--01012--011
***122.50 ***122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

☒ Walk in ☒ Pick up time call when ready ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
<input checked="" type="checkbox"/> Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

Examiner's Initials

P9500001173

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

HEALTH ASSOCIATES OF SOUTH FLORIDA, INC., a Fla corp. P93000070918

INTO

HEALTH ASSOCIATES ACQUISITION CORP., a Florida corporation,
P95000001173

File date: January 6, 1995

Corporate Specialist: Annette Hogan

MIRKIN & WOOLF, P.A.

Attorneys at Law

Flagler Federal Tower - Suite 580
1700 Palm Beach Lakes Blvd.
West Palm Beach, Florida 33401
phone 407-687-4460
fax 407-687-3447

January 4, 1995

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Merger

Gentlemen:

Enclosed for filing please find an original and one copy of Articles of Merger between Health Associates of South Florida, Inc., a Florida corporation, and Health Associates Acquisition Corp., a Florida corporation.

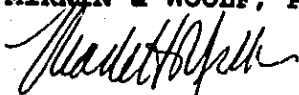
Please give our messenger a certified copy of the Articles of Merger once filed.

Enclosed please find the \$122.50 filing fee.

Thank you for your immediate attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.



Mark H. Mirkin

MHM/ldl
Enclosures

cc: William M. Kirschner

ARTICLES OF MERGER
among
HEALTH ASSOCIATES OF SOUTH FLORIDA, INC.,
a Florida corporation,
HEALTH ASSOCIATES ACQUISITION CORP.,
a Florida corporation,
and
NEW TELEMINE COMPANY, INC.,
a Delaware corporation

FILED
1995 JAN -6 AM 9:51
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act (the "Act"), Health Associates of South Florida, Inc., a Florida corporation (hereinafter "HASFI"), Health Associates Acquisition Corp., a Florida corporation (hereinafter "HAAC"), and New Telemine Company, Inc., a Delaware corporation ("NTCI"), adopt the following Articles of Merger for the purpose of merging HASFI into HAAC in a forward triangular merger among (i) HAAC; (ii) NTCI, which owns all the outstanding shares of capital stock of HAAC; and (iii) HASFI. At the Effective Time (hereinafter defined), (i) HASFI will merge (the "Merger") into HAAC; and (ii) the shares of the common stock of HASFI will be converted into shares of the common stock of NTCI, all upon the terms and conditions set forth herein.

1. The laws of the State of Florida, the state under which HASFI and HAAC are organized, permit the Merger.
2. HAAC shall survive the merger and continue to be governed by the laws of the State of Florida,
3. The Agreement and Plan of Merger among NTCI, HAAC and HASFI dated as of January 4, 1995 and adopted by the respective Boards of Directors includes the following provisions:
 - A. HAAC and HASFI shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Florida, with HASFI merging into HAAC, which shall survive the merger. The Merger shall be effective on the date of the filing of these Articles of Merger (the "Effective Time").
 - B. HAAC shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public or a private nature of each of the merging corporations. All property, real or personal, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the merging corporations, shall be taken and deemed to be vested in HAAC without further act or deed; and the title to all real estate, or any interest therein, vested in either of the merging corporations shall not revert or be in any way impaired by reason of the Merger.

- C. HAAC shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the merging corporations. Any claim existing or action or proceeding pending by or against either of the merging corporations may be prosecuted to judgment as if the Merger had not taken place, or HAAC may be substituted in place of HASFI, and neither the rights of creditors nor any liens upon the property of either of the merging corporations shall be impaired by the Merger.
- D. The Articles of Incorporation of HAAC as existing and constituted immediately prior to the Effective Time shall be and constitute the Articles of Incorporation of HAAC upon consummation of the Merger.
- E. The Bylaws of HAAC as existing and constituted immediately prior to the Effective Time shall be and constitute the Bylaws of HAAC upon consummation of the Merger.
- F. The sole director of HAAC shall continue to be the sole director of HAAC upon consummation of the Merger. The sole officer of HASFI, Chester E. Kaminester, president, shall be the sole officer upon consummation of the Merger.
- G. All shares of common stock of HASFI outstanding ("HASFI Common Stock") shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one hundred sixty thousand (160,000) shares of common stock of NTCI ("NTCI Common Stock").

4. As to each of the merging corporations, the designation and number of outstanding shares of each class entitled to vote as a class on the Agreement and Plan of Merger are as follows:

<u>Name of Corporation</u>	<u>Voting Group Designation</u>	<u>Shares Outstanding</u>	<u>Number of Votes Entitled to Be Cast</u>
HASFI	common stock	100	100
HAAC	common stock	100	100

5. As to each of the merging corporations, the total number of shares voted for and against the Agreement and Plan of Merger, respectively, and as to each class entitled to vote thereon are as follows:

<u>Name of Corporation</u>	<u>Voting Group Designation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
HASFI	common stock	100	-0-
HAAC	common stock	100	-0-

6. Said Agreement and Plan of Merger was adopted by the shareholder of HASFI as of January 4, 1995. Said Agreement and Plan of Merger was adopted by the shareholder of HAAC as of January 4, 1995.

7. HAAC hereby authorizes service of process on it by registered or certified mail, return receipt requested, in connection with any proceeding to enforce any obligations or rights of dissenting shareholders of HASFI or HAAC or in connection with any proceeding based on a cause of action arising with respect to HASFI or HAAC. Any such service of process mailed under this Section 7 shall be mailed to 433 Plaza Real #271, Boca Raton, Florida 33432.

8. HAAC will promptly pay to the dissenting shareholder of HASFI or HAAC the amount, if any, to which it is entitled under the provisions of the Act with respect to the rights of dissenting shareholders.

Dated: January 4, 1995

HEALTH ASSOCIATES ACQUISITION CORP.

By: William M. Kirschner
William M. Kirschner, President

HEALTH ASSOCIATES OF SOUTH FLORIDA, INC.

By: Chester E. Kaminester
Chester E. Kaminester, President
Marilyn

NEW TELEMINE COMPANY, INC.

By: William M. Kirschner
William M. Kirschner, Chairman
11/8/93
Kaminester present to that date power of attorney dated

P95000001173

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

MIRKIN & WOOLF, P.A.

Attorneys at Law

95 JAN 23 AM 8:41

Flagler Federal Tower - Suite 580
1700 Palm Beach Lakes Blvd.
West Palm Beach, Florida 33401
phone 407-687-4460
fax 407-687-3447

January 20, 1995

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

500001387835
-01/24/95--01068--004
*****87.50 *****87.50

Re: Articles of Amendment

Gentlemen:

Enclosed for filing please find an original and one copy of
Articles of Amendment to the Articles of Incorporation of Health
Associates Acquisition Corp.

Also enclosed please find a check in the amount of \$87.50 to
cover the filing fee and fee for a certified copy. Please mail
the certified copy to me at the address above.

Thank you for your immediate attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.

Lisa D. Lowery
Lisa D. Lowery
Legal Secretary

/ldl
Enclosures

cc: William M. Kirschner

*me
dm
1-26*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
HEALTH ASSOCIATES ACQUISITION CORP.

95 JAN 23 AM 8:41

Pursuant to the provisions of the Florida Statutes, on January 16th, 1995, the sole shareholder and the sole director of Health Associates Acquisition Corp., a Florida corporation (the "Corporation"), adopted the following resolutions by action without a meeting:

RESOLVED: That the name of the Corporation should be changed to Health Associates of South Florida, Inc. and

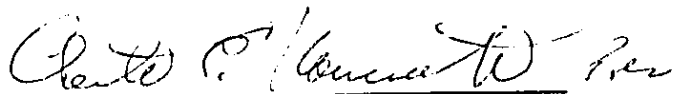
RESOLVED: That the Articles of Incorporation as filed with the Secretary of State of Florida on January 3, 1995 should be amended to reflect the change of name of the Corporation.

NOW THEREFORE, in accordance with the foregoing resolutions, Article I of the Corporation's Articles of Incorporation is deleted in its entirety and is amended to read as follows:

ARTICLE I. NAME

The name of the Corporation shall be Health Associates of South Florida, Inc.

IN WITNESS WHEREOF, the sole officer of the Corporation has adopted and submitted this instrument this 19th day of January, 1995.


Chester E. Kaminester, President