

**MUCHNICK
WASSERMAN
& DOLIN**

A Partnership of Professional Associations

R95000015743

Samuel E. Muchnick, P.A.
P. Wasserman, P.A.
Susan L. Dolin, P.
Mette Little (16-1977)

*Also Admitted to
Ohio Bar

February 22, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

700001415377
-02/24/95--01116--009
*****78.75 *****78.75

Re: **Articles of Incorporation of
Mathar Management Services, Inc.**

Gentlemen:

Please find enclosed herein the following documents with regard to
the above-captioned matter:

1. Original and one copy of Articles of
Incorporation.

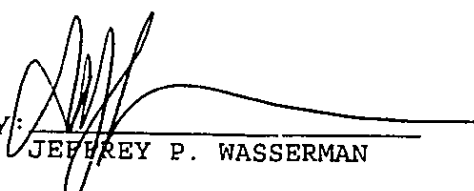
I am enclosing herein my check in the amount of \$78.75 representing
the following filing fees: \$35.00 for Articles of Incorporation;
\$35.00 for Certificate of Designation, Registered Agent/Registered
Office, and \$8.75 for Certificate of Good Standing.

Please return the Certificate of Good Standing together with the
charter for said corporation to the undersigned.

Thanking you in advance for your anticipated cooperation.

Yours very truly,

MUCHNICK, WASSERMAN & DOLIN

By: 
JEFFREY P. WASSERMAN

JPW/kh

Enclosures-check

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 FEB 24 PM 9:25

KAN 2-27

ARTICLES OF INCORPORATION

OF

MATHAR MANAGEMENT SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 FEB 24 AM 9:25

The undersigned, for the purpose of forming a Corporation under the Laws and Statutes of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name by which this Corporation will be known, and under which it will conduct business shall be: MATHAR MANAGEMENT SERVICES, INC.

ARTICLE II

Term of Duration

This Corporation shall have perpetual existence.

ARTICLE III

Nature of Business

The general nature of the business, proposed objects, and/or purposes to be transacted, promoted, and/or carried on are to do any and all things; both as Principals and/or Agents, as hereinafter mentioned as fully and to the same effect and/or extent as natural persons and/or other Corporations might or could do.

This Corporation may engage in any and all activities, businesses, and/or objects permitted under the Laws of the State of Florida, said Corporation's primary purpose to be: management company for health care companies.

A. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, principal or trustee.

B. To promote or aid in any matter, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

C. To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

D. To do all and everything necessary, convenient or proper for the accomplishment or improvement of any and all of the business, purposes, or objects of, or attaining to the business, purposes, or objects of, or in furtherance of any and all of the powers enumerated in these ARTICLES OF INCORPORATION (including any and all AMENDMENTS thereto) or the BYLAWS, necessary or incidental to the protection or benefit of the Corporation as Principal, Agent, Director, Officer, Trustee, Legal Representative, or otherwise.

ARTICLE IV

Capitalization

The amount of capital with which this Corporation will begin business shall be 1,000 shares at \$10.00 par value.

This Corporation shall be authorized to issue any amount of additional Shares of Stock (Common and/or Preferred) when and for

such consideration as may be determined from time to time by the Board of Directors at a meeting of the Board of Directors called for that purpose.

ARTICLE V

Directors

The business, purposes, and objects of this Corporation shall be managed by the Board of Directors which shall be headed by a Chairman of the Board. Initially, the Board shall be composed of Two (2) Directors who shall exercise complete and absolute control of this Corporation. The number of Directors may be increased or decreased from time to time by an AMENDMENT of the BYLAWS of the Corporation which shall be approved by the affirmative vote of Three-Fourths (3/4) of the Share of Stock entitled to vote thereon (or in the manner provided for by Law), but shall never be less than One (1). The Directors shall report directly to the Stockholders, and shall not be held accountable to anyone other than the Stockholders of this Corporation.

The names and addresses of the initial Director(s) are:

1. RONALD C. HARSHMAN
3100 Old Orchard Road
Davie, FL 33328

ARTICLE VI

Officers

The Board of Directors may from time to time name, elect, and appoint any and all Officers as may be required for the pursuit and/or furtherance of the business purposes, and/or objects of this Corporation and/or any and all of its Subsidiaries and/or Divisions. The Stockholders may make recommendations as to naming, election, and/or appointment of prospective Officers. However the

Stockholders may not name, elect, and/or appoint a prospective Officer over the objection of the Board of Directors. The Officers of this Corporation shall report directly to the Board of Directors to whom they shall be held accountable.

ARTICLE VII

Principal Office

The initial post office address of the Principal Office of this Corporation shall be: 3100 Old Orchard Road, Davie, FL 33328. The Board of Directors may from time to time move the Principal Office to any other address that the Board of Directors considers to be in the best interest of the Corporation.

ARTICLE VIII

Subscriber

The name(s) and address(es) of the Initial Incorporators and Subscribers to these ARTICLES OF INCORPORATION, the number of Shares that they agree to Subscribe to and the aggregate value of said consideration is as follows:

<u>Names & Addresses</u>	<u>No. of Shares</u>	<u>Consideration</u>
Mathar Integrated Systems, Inc. c/o 3100 Old Orchard Road Davie, FL 33328	100	\$ 10.00 a share

ARTICLE IX

Subsidiaries

This Corporation may create or form, or cause to be created or formed; any and all Subsidiaries, domestic and/or foreign, as the Directors (with the advice and consent of the Shareholders) may from time to time determine.

ARTICLE X

Divisions

This Corporation may create or form, or cause to be created or formed; any and all Divisions within this Corporation and/or any and all Subsidiaries thereof as the Directors may from time to time determine for the purpose of conducting and/or pursuing the business, purposes, and/or objects of this Corporation and/or any and all Subsidiaries thereof.

ARTICLE XI

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

Amendments

The power to adopt, alter, amend, and/or repeal the ARTICLES OF INCORPORATION shall be vested in the Stockholders. Each Amendment shall be approved by the affirmative vote of the majority of the Stock entitled to vote thereon at a meeting of the Stockholders called for that purpose.

ARTICLE XIII

ByLaws

The Stockholders of this Corporation are specifically authorized from time to time to adopt, alter, amend, and/or repeal the BYLAWS which are not inconsistent with these ARTICLES OF INCORPORATION, restraining the alienation of Shares of Stock in

this Corporation and providing for the purchase and/or redemption by the Corporation of such shares of Stock; providing, however, that provisions dealing with the purchase and/or redemption by the corporation of such Shares of Stock may not be invoked at a time and/or in a manner which would impair the capital structure and/or the operation(s), business(es), purposes(s), and/or object(s) of this Corporation.

WHEREFORE; for the purpose of forming this Corporation under the Laws and Statutes of the State of Florida; the undersigned have made, subscribed to, executed, and acknowledges these ARTICLES OF INCORPORATION this 22 day of February, A.D., 1995.

MATHAR INTEGRATED SYSTEMS, INC.

BY: 

RONALD C. HARSHMAN, President
Incorporator

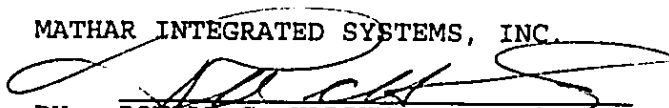
A F F I D A V I T

STATE OF FLORIDA }
COUNTY OF BROWARD } S

BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

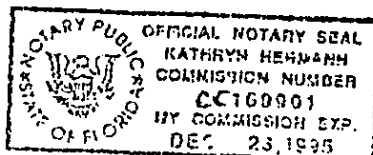
On this day, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgements; RONALD C. HARSHMAN, of Davie, Florida, to me well known and known to me to be the person described in, and who signed and executed the foregoing ARTICLES OF INCORPORATION, and acknowledged the execution thereof to be his free act and deed for the uses, purposes, and objects therein mentioned.

MATHAR INTEGRATED SYSTEMS, INC.


BY: RONALD C. HARSHMAN, President
Incorporator

The foregoing instrument was acknowledged before me this 22 day of February, 1995, by RONALD C. HARSHMAN as President of Mathar Integrated Systems, Inc. who is personally known to me or who has a produced Florida State driver's license as identification and who did take an oath.

Sign: Kathryn Hermann
Print: KATHRYN HERMANN
Notary Public, State of Florida
My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §607.0501 or §617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

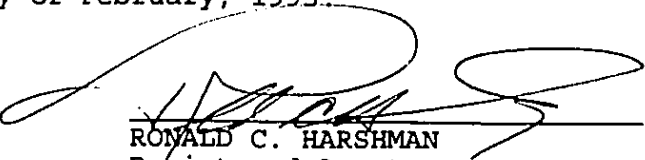
MATHAR MANAGEMENT SERVICES, INC.

2. The name and address of the registered agent and office is:

RONALD C. HARSHMAN
3100 Old Orchard Road
Davie, Florida 33328

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

DATED this 22 day of February, 1995.


RONALD C. HARSHMAN
Registered Agent