

P9500023668

MURAI WALD BIONDO & MORENO

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

800 INGRAHAM BUILDING

25 SOUTHEAST 2ND AVENUE

MIAMI, FLORIDA 33131

GERALD J. BIONDO
CRISTINA ECHANTE BROCHIN
WILLIAM E. DAVIS
ANA MARIA ESCOBEDO
MANUEL KADRE
LYNETTE EREOGLU McQUINNERS
M. CRISTINA MORENO
RENE V. MURAI
LESLIE SMITH
GERALD B. WALD

TELEPHONE (305) 355-8800
FACSIMILE (305) 355-8490

March 20, 1995

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

RE: Articles of Incorporation of
HEALTHTRUST AMERICA, INC.

500001486675
-03/22/95--01068--016
****122.50 ****122.50

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation of Healthtrust America, Inc. Also enclosed is our check for \$122.50 representing your filing fee, certified copy fee and registered agent designation fee.

Please forward to us a certified copy of the Articles of Incorporation at your earliest convenience.

Sincerely,



Gerald J. Biondo

GJB:afd
G:\MARCUS\HEALTH\ARTICLES.SEC

Enclosures

Handwritten initials: AH 3-23

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HEALTHTRUST AMERICA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 is HEALTHTRUST AMERICA, INC. whose address is 2121 Ponce de Leon Boulevard, Penthouse, Coral Gables, Florida 33134.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 500 shares of Common Stock of a par value of \$1.00

per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 2121 Ponce de Leon Boulevard, Penthouse, Coral Gables, Florida 33134 and the name of the initial registered agent of this corporation at that address is Lloyd J. Boggio.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the directors are:

Stewart Marcus
2121 Ponce de Leon Boulevard
Penthouse
Coral Gables, Florida 33134

Harvey Rafofsky
3595 Sheridan Street
Suite 208
Hollywood, Florida 33021

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Lloyd J. Boggio
2121 Ponce de Leon Boulevard
Penthouse
Coral Gables, Florida 33134

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

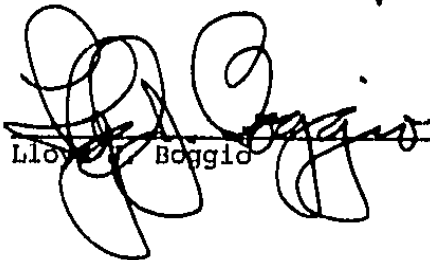
The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of March, 1995.

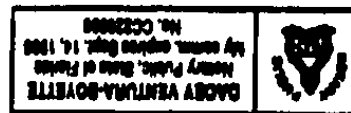

Lloyd J. Boggio

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 15 day of March, 1995 by LLOYD J. BOGGIO, who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC, STATE OF FLORIDA
Print name: Dacey Ventura Boyette
Commission No.: CC226898

My Commission expires:



C:\MARCUS\GENERAL\HEALTH.ART

CERTIFICATE OF REGISTERED AGENT

OF

HEALTHTRUST AMERICA, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That HEALTHTRUST AMERICA, INC. is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Coral Gables, County of Dade, State of Florida, has named Lloyd J. Boggio at 2121 Ponce de Leon Boulevard, Penthouse, Coral Gables, Florida 33134 its agent to accept service of process within this State.

A C K N O W L E D G M E N T

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 agree to comply with the provision of said Act relative to keeping open said office.

Dated this 15 day of March, 1995.

By: 
Lloyd J. Boggio

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MURAI WALD BIONDO & MORENO

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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TELEPHONE (305) 358-5800
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(305) 358-4842

January 31, 1996

WILLIAM E. DAVIS
OF COUNSEL

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

200001706152
-02/05/96--01046--002
*****35.00 *****35.00

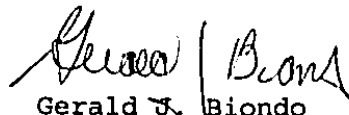
RE: Articles of Amendment to the Articles
of Incorporation of HealthTrust America, Inc.

Dear Sir/Madam:

200001706152
-02/05/96--01046--002
*****35.00 *****35.00

Enclosed is an original and one copy of the Articles of Amendment to the Articles of Incorporation of HealthTrust America, Inc. Also enclosed is our check in the amount of \$35.00 representing your filing fee. Please forward to us a copy of the Articles of Amendment at your earliest convenience.

Sincerely,


Gerald J. Biondo

GJB:afd
G:\MARCUS\GENERAL\SEC-ST. LTR

Enclosures

SH FEB - 8 1996

Amend.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 FEB - 5 AM 9:38

**ARTICLES OF AMENDMENT OF
THE ARTICLES OF INCORPORATION**

1. Article I of the Articles of Incorporation of **HealthTrust America, Inc.**, a Florida corporation, filed with the Department of State, State of Florida, on March 22, 1995, under certificate number P95000023668 is hereby amended as follows:

The address of the corporation is: 3595 Sheridan Street,
Suite 208, Hollywood, Florida 33021.

2. Article V of the Articles of Incorporation is hereby amended as follows:

The address of the initial registered office of the corporation is: 3595 Sheridan Street, Suite 208, Hollywood, Florida 33021.

3. Article VI of the Articles of Incorporation is hereby amended as follows:

The name and street address of the directors are:

Stewart Marcus
3595 Sheridan Street
Suite 208
Hollywood, Florida 33021

Harvey Rafofsky
3595 Sheridan Street
Suite 208
Hollywood, Florida 33021

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 FEB -5 AM 9:39

4. Article VII of the Articles of Incorporation is hereby amended as follows:

The name and address of the incorporator is:

Lloyd J. Boggio
3595 Sheridan Street
Suite 208
Hollywood, Florida 33021

5. The second paragraph of the Certificate of Registered Agent of HealthTrust America, Inc. is amended as follows:

That HealthTrust America, Inc. is desiring to organize under the laws of the State of Florida with its principal office at City of Hollywood, County of Broward, State of Florida, has named Lloyd J. Boggio at 3595 Sheridan Street, Suite 208, Hollywood, Florida 33021, its agent to accept service of process within this State.

The foregoing Amendment was adopted by the Stockholders and Directors of the corporation on the 18 day of January, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 18 day of Jan, 1996.

HealthTrust America, Inc.

By: Harvey Rafofsky
Harvey Rafofsky, President

ATTESTED:

By: Stewart Marcus
Stewart Marcus, Secretary

STATE OF FLORIDA)
COUNTY OF Dade) SS

BEFORE ME, the undersigned authority, personally appeared HARVEY RAFOFSKY and STEWART MARCUS, President and Secretary respectively of HealthTrust America, Inc., a corporation under the laws of the State of Florida known to me to be the persons who executed the foregoing Articles of Amendment as such officers and severally acknowledged the execution thereof to be their free act and deed as such officers for the uses and purposes therein mentioned and that they affixed thereto the official seal of the said corporation, and that the said instrument is the act and deed of said corporation.

IN WITNESS WHEREOF We have hereunto set our hands and official seals this 20 day of January, 1996.

Dacey Ventura-Boyet
NOTARY PUBLIC

My Commission Expires:

G:\MARCUS\GENERAL\HLTH-AM.AMD

