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P95000040201

May 3, 1994

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

RE: Access Health Care Systems, Inc.
1940 Harrison Street
Suite 100
Hollywood, Florida 33020

200001494782
-05/19/95--01075-003
****122.50 ****122.50

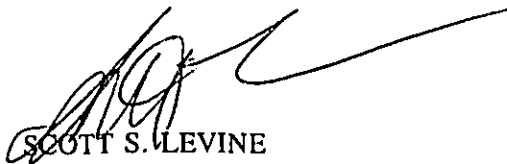
Dear Sir or Madam:

Please find enclosed:

1. Original Articles of Incorporation along with one (1) copy.
2. A check in the amount of \$122.50 for filing fee, registration fee and certified copy of Articles of Incorporation.

Thank you for your cooperation regarding this matter.

Very truly yours,


SCOTT S. LEVINE

SSL/mmc
Enclosures

5/22

ARTICLES OF INCORPORATION
OF
ACCESS HEALTH CARE SYSTEMS, INC.

FILED
95 MAY 19 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, is a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I PREFACE

The Articles of Incorporation were adopted and approved by the board of directors on April 30, 1995.

NAME OF CORPORATION

The name of this corporation is: ACCESS HEALTH CARE SYSTEMS, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity permitted under the laws of the United States or of the State of Florida.

ARTICLE III - ADDRESS OF THE PRINCIPAL OFFICE

The initial post office address of the principal office of this corporation in the State of Florida is:

1940 Harrison Street
Suite 101
Hollywood, Florida 33020

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares. The whole or any part of the capital stock of this corporation may be paid for in lawful money of the United States of America or fixed by the Directors. One Thousand (1000) shares having a par value of One (\$1.00) Dollar per share.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - DESIGNATION OF REGISTERED AGENT

The Registered Agent shall be:

Robert Kusher
1940 Harrison Street
Suite 101
Hollywood, Florida 33020

ARTICLE VIII - OFFICERS

The names and addresses of each of the initial officers of the corporation who shall hold office for the corporation, or until his successor is elected are elected or appointed as follows:

<u>Name of Officer</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration Not Less Than</u>
<u>Robert Kusher</u> <u>President</u>	<u>1940 Harrison Street</u> <u>Suite 101</u> <u>Hollywood, Florida 33020</u>	<u>1000</u>	<u>\$1000.00</u>

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially and may never be less than one. The number of directors may be increased from time to time by by-laws adopted by the stockholders. The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
<u>Robert Kusher</u>	<u>1940 Harrison Street</u> <u>Suite 101</u> <u>Hollywood, Florida 33020</u>

ARTICLES X - AMENDMENTS

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Robert Kusher
1940 Harrison Street
Suite 101
Hollywood, Florida 33020

IN WITNESS WHEREOF, the undersigned have caused their signatures to be placed hereon.

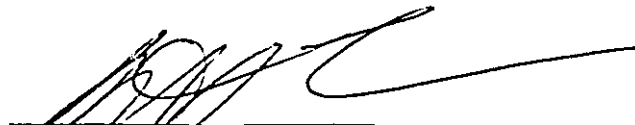


Robert Kusher

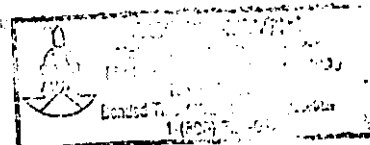
STATE OF FLORIDA)
 : SS
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, the foregoing instrument was acknowledgement before me by Robert Kusher, who is personally known to me or who have produced a Florida driver's license as identification and who did take an oath, as subscribers in and who, acknowledged before me that he/she/they subscribed to those articles of incorporation executed the foregoing articles of incorporation, and acknowledged before me that he/she/they subscribed to those articles of incorporation.

WITNESS my hand and official seal in the County and State named above this 30th day of April, 1995.



NOTARY PUBLIC
State of Florida at Large
My Commission Expires:



AFFIDAVIT OF REGISTERED AGENT

I, Robert Kusher, hereby swear and affirm that I am familiar with the duties and responsibilities associated with that of a registered agent, and will carry out these duties to the fullest of my ability as registered agent of the Corporation registered as ACCESS HEALTH CARE SYSTEMS, INC.



Robert Kusher

FILED
95 MAY 19 2 11 PM
SECRETARY OF STATE
TALLAHASSEE FLORIDA