

P95000040860

**GREENBERG & VAZQUEZ**

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AND COUNSELORS AT LAW

5550 Glades Road

Suite 401

Boca Raton, Florida 33431

Tel: (407) 750-1001

Fax: (407) 750-1008

William M. Vazquez\*

Jeffrey L. Greenberg\*

\*Admitted in Florida and New York

May 17, 1995

Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**EFFECTIVE DATE**

5-17-95

000001495690  
-05/22/95--01058--013  
\*\*\*\*122.50 \*\*\*\*122.50

**Re: Banyan Healthcare Systems Corp.**

To whom it may concern:

Enclosed are original Articles of Incorporation for Banyan Healthcare Systems Corp., Certificate of Designation of a Registered Agent, and a check in the amount of \$122.50. Please file the Articles and return a certified copy to me in the enclosed stamped, self-addressed envelope.

Please call if you have any questions.

Thank you.

Very truly yours,

GREENBERG & VAZQUEZ

  
Jeffrey L. Greenberg

JLG/  
Enclosure

cc: Mr. Richard Bluttal

5/24

# EFFECTIVE DATE

5-17-95

## ARTICLES OF INCORPORATION

OF

### BANYAN HEALTHCARE SYSTEMS CORP.

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is BANYAN HEALTHCARE SYSTEMS CORP.

SECOND: The principal office or mailing address of the Corporation is 19146 Cloister Lake Lane, Boca Raton, Florida 33498.

THIRD: The duration of the Corporation shall be perpetual.

FOURTH: The aggregate number of shares of stock that the Corporation is authorized to have outstanding at any one time is one thousand (1000), all of which shall have a par value of one cent (\$.01) and are of the same class and are to be common shares.

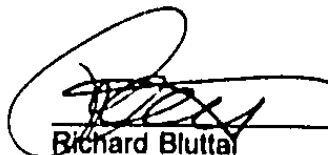
FIFTH: The name and street address of the incorporator is as follows:

Richard Bluttal  
19146 Cloister Lake Lane  
Boca Raton, Florida 33498

SIXTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

SEVENTH: The Corporation's corporate existence shall commence as of the date upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same, so long as these Articles of Incorporation are received and filed by the Department of State within five (5) days, exclusive of legal holidays, after such date the incorporator shall have subscribed and acknowledged these Articles of Incorporation. In the event these Articles are not received within such five (5) day period, then the corporation's corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

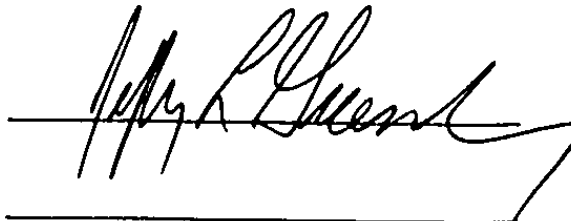

IN WITNESS WHEREOF, I do hereby subscribe these Articles of  
Incorporation on May 17, 1995, in the City of Boca Raton, State of Florida.

  
Richard Bluttal  
INCORPORATOR

STATE OF FLORIDA           )  
  )SS.:  
COUNTY OF PALM BEACH    )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day  
of May, 1995, by Richar Bluttal, who is personally known to me ~~or who has~~  
~~produced~~ \_\_\_\_\_ (type of identification) as identification and  
who ~~did~~ did not take an oath.

OFFICIAL NOTARIAL SEAL:

  
\_\_\_\_\_  
(type, print, or stamp name)  
Notary Public  JEFFREY L. GREENBERG  
MY COMMISSION # CC300971 EXPIRES  
July 11, 1997  
BONDED THIRD TROY FARM INSURANCE, INC.  
My Commission Expires:  
Commission No.: \_\_\_\_\_

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0505, Florida Statutes (1991), 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.

CORP.      1. The name of the Corporation is BANYAN HEALTHCARE SYSTEMS

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

Jeffrey L. Greenberg  
c/o Greenberg & Vazquez  
5550 Glades Road, Suite 401  
Boca Raton, Florida 33431

  
Jeffrey L. Greenberg