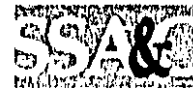


895000046790

ATTORNEYS AT LAW
FIRST UNION FINANCIAL CENTER
200 SOUTH BEACON BOULEVARD
SUITE 4050
MIAMI, FLORIDA 33132-2394
TELEPHONE: (305) 371-3100
TELEFAX: (305) 371-2021



Schantz
Schatzman
Aaronson
& Cahan, P.A.

June 7, 1995

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

447001511064
-06/12/95--01055--014
****122.50 ****122.50

RE: Healthcare Financial Resources, Inc.

Gentlemen:

Enclosed are duplicate executed copies of the Articles of Incorporation of the above-referenced Florida corporation. Also enclosed is this Firm's check in the amount of \$122.50 to cover the \$35.00 filing fee, \$52.50 for a certified copy of the Articles, and \$35.00 Registered Agent designation fee.

Please expedite the filing of these Articles and return a certified copy to the undersigned in the enclosed self-addressed, stamped envelope.

Very truly yours,

SCHANTZ, SCHATZMAN, AARONSON & CAHAN, P.A.

CARMEN A. ACCORDINO

CAA/rp
Encls.

JUN 15 1995

BSB

FILED
95 JUN 12 PM 6:19
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

- OF -

HEALTHCARE FINANCIAL RESOURCES, INC.

FILED

95 JUN 12 PM 6:19

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is HEALTHCARE FINANCIAL RESOURCES, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is Suite 1050, First Union Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131-2394, and the name of

the registered agent of this corporation at that address is ROBERT A. SCHATZMAN. The address of the corporation's principal office is the same as the address of its registered office.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT A. SCHATZMAN	Suite 1050, First Union Financial Center 200 South Biscayne Boulevard Miami, Florida 33131-2394

ARTICLE VII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
ROBERT A. SCHATZMAN	Suite 1050, First Union Financial Center 200 South Biscayne Boulevard Miami, Florida 33131-2394

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of April, 1995.



ROBERT A. SCHATZMAN

STATE OF FLORIDA

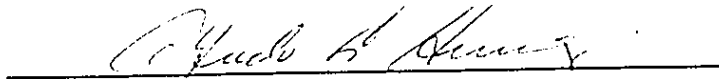
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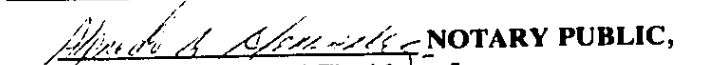
:SS.:

COUNTY OF DADE

)

THE FOREGOING INSTRUMENT was acknowledged before me this 26 day of April, 1995, by **ROBERT A. SCHATZMAN**, who is personally known to me and who did/did not take an oath.




NOTARY PUBLIC,
State of Florida at Large

My Commission Expires:



ALFREDO G. HERNANDEZ
My Commission CC410664
Expires Sep. 29, 1998
Bonded by HAI
800-422-1555

DESIGNATION OF RESIDENT AGENT

Certificate Designating Place of Business or Domicile for the Service of Process
Within this State, Naming Agent Upon Whom Process May Be Served.

(Attached to the Articles of Incorporation of
HEALTHCARE FINANCIAL RESOURCES, INC.
and Made a Part Thereof)

FILED
JUN 12 PM 6:19
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF MIAMI
STATE OF FLORIDA

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

THAT, HEALTHCARE FINANCIAL RESOURCES, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named **ROBERT A. SCHATZMAN**, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

THAT, I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



ROBERT A. SCHATZMAN,
Resident Agent

g:\caa\mis\artinchf
[04/17]