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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
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STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33135-0000  
TALLAHASSEE, FL 32399  
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FAX: (305) 541-3770

((H95000007072))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: HEALTH CARE MANAGEMENT OF SOUTH FLORIDA, INC.

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TALLAHASSEE, FLORIDA

*[Handwritten signature]* 6/27

RECEIVED  
95 JUN 26 PM 4:23  
DIVISION OF CORPORATIONS

## CERTIFICATE OF INCORPORATION

-OF-

HEALTH CARE MANAGEMENT OF SOUTH FLORIDA, INC.

THE UNDERSIGNED, HEREBY ASSOCIATES THEMSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA.

ARTICLE I - NAME

THE NAME OF THIS CORPORATION SHALL BE:

HEALTH CARE MANAGEMENT OF SOUTH FLORIDA, INC.ARTICLE II - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLE III - STOCK

THE MAXIMUM NUMBER OF SHARES OF CAPITAL STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS ONE THOUSAND (1000) SHARES OF COMMON STOCK, HAVING A PAR VALUE OF ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV - CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS SHALL BE THE SUM OF NOT LESS THAN ONE THOUSAND (\$1000.00) DOLLARS.

ARTICLE V - CORPORATE DURATION

THE PERIOD OF DURATION OF THIS CORPORATION ONCE CORPORATE EXISTENCE IS ESTABLISHED IS PERPETUAL.

ARTICLE VI - REGISTERED OFFICE

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE:

8415 W MCNAB ROAD  
TAMARAC, FL 33321

ARTICLE VII - BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE AT LEAST ONE (1) AND NO MORE THAN FIVE (5).

Prepared By:

R.L. WALTERS & ASSOCIATES, INC.  
ACCOUNTANTS & TAX CONSULTANTS  
8415 W. McNAB ROAD  
TAMARAC, FL 33321

Ron J. Walters

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SECRETARY OF STATE

JUN-26-1995 15:16 FROM EMPIRE CORP. KIT

TO

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ARTICLE VIII

THE NAMES AND STREET ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION ARE AS FOLLOWS:

TIMOTHY EXARHOS  
PRESIDENT

507 LAYNE BLVD.  
BALLWATER, FL 33009

ARTICLE IX

THE NAMES AND STREET ADDRESSES OF THE PERSONS SIGNING THESE ARTICLES OF INCORPORATION AS SUBSCRIBED IS AS FOLLOWS:

RONALD J. WALTERS

8415 W MCNAB ROAD  
TAMARAC, FL 33321

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## ARTICLE X

THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN ON THE DATE THE ARTICLES OF INCORPORATION ARE FILED OF RECORD.

IN WITNESS WHEREOF, THE UNDERSIGNED, RONALD L. WALTERS  
BEING A NATURAL PERSON, COMPETENT TO  
CONTRACT, HAVE HEREBY SET HIS HANDS AND SEAL THIS 26 DAY  
OF JUNE 1995.

H95000007072

  
(RONALD L. WALTERS)

(SEAL)

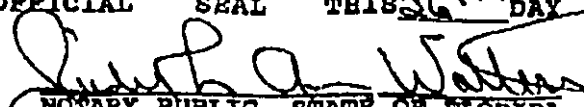
STATE OF FLORIDA }  
COUNTY OF BROWARD } ss

BEFORE ME, THE UNDERSIGNED NOTARY PUBLIC OF THE STATE OF FLORIDA  
PERSONALLY APPEARED Ronald L. Walters,

TO ME PERSONALLY KNOWN OR PRODUCED IDENTIFICATION TO ME TO BE  
THE INDIVIDUAL(S) DESCRIBED IN AND WHO EXECUTED THE FOREGOING  
ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT  
HE/SHE EXECUTED THE SAME FREELY AND VOLUNTARILY FOR THE PURPOSE  
THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 26th DAY  
OF JUNE 1995.



  
NOTARY PUBLIC, STATE OF FLORIDA



JUDITH ANN WALTERS  
My Commission 0040778C  
Expires Sep. 18, 1998  
Bonded by HAI  
000-422-1888

H95000007072

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST: THAT HEALTH CARE MANAGEMENT OF SOUTH FLORIDA, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICES AS INDICATED IN THE ARTICLES OF INCORPORATION, IN THE CITY OF PLANTATION COUNTY OF BROWARD, STATE OF FLORIDA, HAS NAMED RONALD J. WALTERS, LOCATED AT 8415 W MCNAB RD. TAMARAC FLORIDA 33321, AS ITS AGENT TO ACCEPT SERVICES OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

SIGNATURE: 

DATE: 6-26-95