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BELSON, LEWIS & RANDALL  
ATTORNEYS AT LAW  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
THE COURTYARD, SUITE 150  
5301 NORTH FEDERAL HIGHWAY  
BOCA RATON, FLORIDA 33487

STEVEN A. BELSON, P.A.  
LL.M. TAXATION  
RONALD LEWIS, P.A.  
ALSO ADMITTED NEW YORK  
AND CONNECTICUT BARS  
CHARLES P. RANDALL, P.A.  
ALSO ADMITTED CALIFORNIA  
AND FEDERAL TRIAL BARS

TELEPHONE (407) 750-7800  
FAX (407) 895-9900

July 7, 1995

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-07/10/95--01050--003  
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Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Baron Health Care Services, Inc.  
Articles of Incorporation

Dear Sir/Madam:

Enclosed herewith find check number 1007 in the amount of \$122.50 along with the above-referenced Articles of Incorporation for filing with the Department of State. Please date stamp the enclosed copy and return same to our office in the self-addressed, stamped envelope provided.

Thank you for your attention in this matter.

Very truly yours,

BELSON, LEWIS & RANDALL

*Sharyn E. Collier*

Sharyn E. Collier  
Secretary to Steven A. Belson

FILED  
1995 JUL 10 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/sc  
Enclosures

F. CHESSER JUL 14 1995

ARTICLES OF INCORPORATION  
OF  
BARON HEALTH CARE SERVICES, INC.

FILED  
1995 JUL 10 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation shall be BARON HEALTH CARE SERVICES, INC ("Corporation").

ARTICLE II - DURATION

This Corporation shall commence existence immediately upon filing these Articles of Incorporation and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE III - PURPOSE & POWERS

Except as restricted by these Articles of Incorporation, this Corporation is organized for each and every legal and lawful purpose for which a Corporation may be organized under Florida law.

Except as restricted by these Articles of Incorporation, this Corporation shall have and may exercise all powers and rights which a Corporation may exercise under Florida law or under the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue TEN THOUSAND (10,000) SHARES OF One Dollar (\$1.00) Par Value Common Stock, which shall be designated "COMMON SHARES."

ARTICLE V - PRINCIPAL OFFICE

The principal office of this Corporation is 19251 Redberry Court, Boca Raton, Florida 33498.

This document prepared by:  
Steven A. Belson, Esquire  
Belson, Lewis & Randall  
The Courtyard, Suite 150  
5301 North Federal Highway  
Boca Raton, Florida 33487  
(407) 995-9988  
Florida Bar No.: 0509868

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office for this Corporation are:

Steven A. Belson, Esquire  
The Courtyard, Suite 150  
5301 North Federal Highway  
Boca Raton, Florida 33487

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Steven A. Belson, Esquire  
The Courtyard, Suite 150  
5301 North Federal Highway  
Boca Raton, Florida 33487

ARTICLE VIII - BOARD OF DIRECTORS

This Corporation shall have an initial Board of Directors consisting of one (1) director. The number of Directors may be changed from time to time by the Bylaws of the Corporation, provided that the Board of Directors shall at all times have no less than two (1) director and no more than three (3) directors.

ARTICLE IX - BYLAWS

The Bylaws of this Corporation may be adopted, amended, altered or repealed by the Board of Directors.

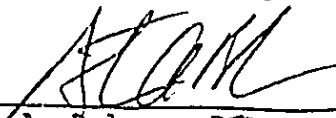
ARTICLE X - INDEMNIFICATION

This Corporation may indemnify its officers and directors to the fullest extent permitted under Florida law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation by majority vote of the shareholders of the Corporation, provided that the same be accomplished in accordance with the Florida General Corporation Act.

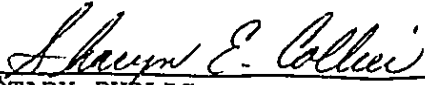
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6<sup>th</sup> day of July, 1995.

  
\_\_\_\_\_  
Steven A. Belson, RGA.

STATE OF FLORIDA                    )  
  ) SS  
COUNTY OF PALM BEACH            )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgements in the state and county aforesaid, personally appeared STEVEN A. BELSON who is personally known to me and he acknowledged before me that he executed the same.

WITNESS my hand and seal this 6<sup>th</sup> day of July, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC

Print Name: Sharyn E. Collier

State of Florida at Large

My commission expires: 4/22/97



SHARYN E. COLLIER  
MY COMMISSION # CC279282 EXPIRES  
April 22, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.


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

The following is submitted as required under Section 48.091,  
Florida Statutes:

That BARON HEALTH CARE SERVICES, INC. desiring to organize under the laws of the State of Florida, with its principal place of business in Boca Raton, Florida, has named STEVEN A. BELSON, ESQUIRE, The Courtyard, Suite 150, 5301 North Federal Highway, Boca Raton, Florida 33487 as the corporation's registered agent to accept service of process within the State of Florida.

That, having been named to accept service of process for the corporation named above, at the place designated in this certificate, I hereby agree to act in such capacity and to comply with all provisions contained in the Florida Statutes concerning the proper and complete performance of my duties as registered agent.

DATE: 7/6/95

  
STEVEN A. BELSON, ESQUIRE  
Registered Agent

FILED  
1995 JUL 10 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA