

P96000002469

HEALTHCARE SYSTEMS U.S.A., INC.

13 S.E. 16TH STREET, FORT LAUDERDALE, FL 33316
305/463-7100

December 29, 1995

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation
Healthcare Systems U.S.A. of Monroe, Inc.

Dear Sirs:


Reference the caption, please find enclosed executed articles of incorporation and one check in the amount of \$122.50 as fee for registering this corporation with the State of Florida. We understand that you will return a copy of the certified articles to us once the corporation has been registered.

Please note that we contacted your office and were advised that this name would be available to us as we are Healthcare Systems U.S.A., Inc., a Florida-based company incorporated in the state.

We have enclosed a self-addressed, Federal Express airbill for your use in returning our certified Articles. We understand that this will expedite our receipt of same. Thank you in advance for your timely assistance.

Sincerely,

HEALTHCARE SYSTEMS U.S.A., INC.


Mahendra P. Gupta
President

MPG/dr
Enclosures

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****122.50 ****122.50

B. REGISTER JAN 9 1996

ARTICLES OF INCORPORATION
OF
HEALTHCARE SYSTEMS U.S.A. OF MONROE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation shall be: Healthcare Systems U.S.A. of Monroe, Inc.

ARTICLE TWO

EXISTENCE

The term of the corporation shall be perpetual.

ARTICLE THREE

PURPOSE

The Corporation may engage in or transact any and all lawful activity and business permitted under the laws of the State of Florida and the United States.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares that the Corporation has authority to issue is 100,000, all of which shall be common shares with no par value. The stock of the corporation shall be issued for such consideration as may be determined by its Board of Directors. Shareholders may enter into agreements with the corporation or with each other to control or restrict the transfer of stock in the corporation, and such agreements may take the form of options, rights of refusal, buy-sell agreements or any other lawful form of agreement.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FIVE

PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of the Corporation shall be:

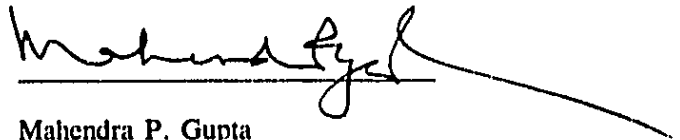
13 S.E. 16th Street
Fort Lauderdale, Florida 33316

The name and address of the initial registered agent is:

Mahendra P. Gupta
13 S.E. 16th Street
Fort Lauderdale, Florida 33316

Acknowledgement and Consent of Registered Agent:

Having been named Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto

A handwritten signature in black ink, appearing to read 'Mahendra P. Gupta', is written over a horizontal line. A long, thin horizontal line extends from the end of the signature to the right.

Mahendra P. Gupta

ARTICLE SIX

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the Corporation in the manner provided by law.

The name and address of the initial Director of this Corporation is:

Mahendra P. Gupta
13 S.E. 16th Street
Fort Lauderdale, Florida 33316

ARTICLE SEVEN

INCORPORATOR

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

Mahendra P. Gupta
13 S.E. 16th Street
Port Lauderdale, Florida 33316

ARTICLE EIGHT

BY-LAWS

The Board of Directors or shareholders may adopt, amend, alter or repeal By-Laws of the Corporation. The By-Laws may contain any provisions for the regulation or management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE NINE

AMENDMENT

These Articles of Incorporation may be amended or repealed by an affirmative vote of a majority of the shareholders of the corporation at any meeting called expressly for that purpose, and all rights conferred on shareholders hereunder are granted, subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of Dec, 1995.


Mahendra P. Gupta

STATE OF FLORIDA)
 :
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, appeared, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
29th day of December, 1995.

(SEAL)

Dianne Rosenbaum
NOTARY PUBLIC - State of Florida



My Commission Expires: July 27, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA