

LAW OFFICES OF
STEVEN M. WEISS, P.A.

LAKH WYMAN PLAZA
2424 NORTH FEDERAL HIGHWAY
SUITE 411
Boca Raton, Florida 33431

STEVEN M. WEISS*

*ALSO A MEMBER OF NEW JERSEY BAR

TELEPHONE (407) 308-2407
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P96000013362

February 8, 1996

VIA FEDERAL EXPRESS

Secretary of State
Articles of Incorporation
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

9000001711699
-02/09/96--01070--009
****122.50 ****122.50

RE: ALLIED HEALTH SERVICES, INC.

Dear Sir/Madam:

Enclosed please find an original and one (1) executed Articles of Incorporation of Allied Health Services, Inc. Also enclosed is a check in the amount of \$122.50 representing the filing fee for same and the cost of a certified copy of the filed Articles. Please file the enclosed original Articles at your earliest convenience and return the certified copy to me in the self-addressed stamped envelope I have provided herein.

Thank you for your anticipated cooperation in this regard.

Very truly yours,

STEVEN M. WEISS

SMW:kg
Enclosures

2/13/96
(75)

**ARTICLES OF INCORPORATION
OF
ALLIED HEALTH SERVICES, INC.**

RECORDED
INDEXED
JAN 10 1968
CLERK OF COURT
JAN 10 1968
JAN 10 1968

ARTICLE I - NAME

The name of this corporation is ALLIED HEALTH SERVICES, INC. and the mailing address shall be 1481 South Military Trail, Suite 10, West Palm Beach, Florida 33415.

ARTICLE II - DURATION

This Corporation is to exist perpetually.

ARTICLE III - PURPOSE

The nature of the business to be transacted by this Corporation is to perform diagnostic testing, physical therapy, and associate health care services, and to engage in any and all business or other lawful activity permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

(1) The maximum number of shares of stock that this Corporation is authorized to issue to have outstanding at any one time is SEVEN THOUSAND, FIVE HUNDRED (7,500.00) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

(2) The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the Incorporators, or by the Directors at a meeting called for such purpose, or at the organizational meeting.

(3) Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services to be fixed by the Directors of the company. Stock in other corporations or ongoing businesses may be purchased by the Corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such considerations and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2424 North Federal Highway, Suite 411, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation at that address is Steven M. Weiss.

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 bylaws but shall never be diminished to less than one (1). The name and address of the initial director of this corporation is:

NAME	ADDRESS
Hortensia T. Caine	1481 South Military Trail Suite 10 West Palm Beach, Florida 33415

ARTICLE VII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - TERMINATION

The Corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the Shareholders in proportion to the number of shares of stock in the Corporation which each Shareholder then owns.

ARTICLE X - INCORPORATOR

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

NAME	ADDRESS
Hortensia T. Caine	1481 South Military Trail Suite 10 West Palm Beach, Florida 33415

Hortensia T. Caine
HORTENSIA T. CAINE

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

BEFORE ME, the undersigned authority, this day personally appeared HORTENSIA T. CAINE, who is personally known to me or who has produced _____ (type of identification), as identification, who first being duly sworn on oath by me, says: that she has executed the foregoing, and that she signed same for the intent and purposes contained herein.

WITNESS, my hand and official seal this 5th day of ~~September, 1995.~~
February 1996

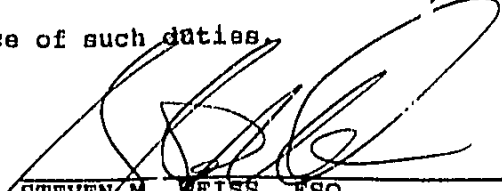
Karen Ayres
Notary Public
State of Florida at Large

My Commission Expires:

KAREN AYRES
Notary Public, State of Florida
My Commission Expires Jan, 28, 1997
Commission No. CC256835

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR
ALLIED HEALTH SERVICES, INC.**

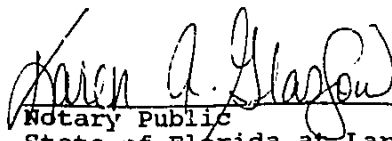
Having been named registered agent to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation for ALLIED HEALTH SERVICES, INC., STEVEN M. WEISS hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.


STEVEN M. WEISS, ESQ.
2424 North Federal Highway
Suite 411
Boca Raton, Florida 33431

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

BEFORE ME, the undersigned authority, this day personally appeared STEVEN M. WEISS, who is personally known to me or who has produced _____ (type of identification), as identification, who first being duly sworn on oath by me, says: that he has executed the foregoing, and that he signed same for the intent and purposes contained herein.

WITNESS, my hand and official seal this 8th day of ~~February~~^{February} September, 1996.


Notary Public
State of Florida at Large

My Commission Expires:



KAREN A. GLASGOW
My Comm Exp. 7/09/96
Bonded By Service Ins
No. 00213834

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