

LAW OFFICES OF

RUBINSTEIN, KORNIK, BLOOM & MINSKER

A Professional Association

Attorneys and Counselors at Law

SUITE 1100, FIRST UNION BANK BUILDING
800 BRICKELL AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 371-6800

FACSIMILE (305) 371-5760

KENNETH M. BLOOM
NINA ZUCKERMAN CHEPP
STACY SCHRAAG GOLDSHIN
GARY H. KORNIK
JOEL N. MINSKER
ROWENA D. RICH
JEREMY D. RUBINSTEIN

OF COUNSEL
ROBERT A. SUGALL

* Board Certified in Taxation
* Also Admitted in Pennsylvania and New Jersey

June 20, 1996

Secretary of State
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE

6-20-96

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RE: ARTICLES OF INCORPORATION OF
MARC FRIEDENTHAL HEALTH CARE CONSULTANTS, INCORPORATED
Our File No. 95073.001

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of the above-captioned corporation.

Kindly prepare a certified copy of said Articles of Incorporation, endorse your approval thereon and return the copy to us.

We are enclosing a check in the amount of \$122.50 to cover the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee	\$35.00

If a charter cannot be issued for any reason, please contact this office immediately.

Thank you for your cooperation in this matter.

Very truly yours,


KENNETH M. BLOOM

KMB/do
Enclosures

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cc Mike Sauer CPA
up enc

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN 26 AM 9:02

FILED

6-26-96
146

ARTICLES OF INCORPORATION
OF
MARC FRIEDENTHAL HEALTH CARE CONSULTANTS, INCORPORATED

EFFECTIVE DATE
6-20-96

FILED
96 JUN 24 AM 9:02
SECRETARY OF STATE
FLORIDA

ARTICLE I - NAME

The name of this Corporation is MARC FRIEDENTHAL HEALTH CARE CONSULTANTS, INCORPORATED.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The principal office and mailing address of the Corporation is 5330 Orduna Drive, Coral Gables, Florida 33146.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue one class of stock. The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

7,500 shares of common stock at the par value of One Dollar (\$1.00).

ARTICLE IV - REGISTERED OFFICE AND AGENT

The initial registered office is located at 800 Brickell Avenue, Suite 1100, Miami, Florida 33131. The name of the initial registered agent of this Corporation at that address is Kenneth M. Bloom. Said registered agent is familiar with and accepts the obligations of that position.

ARTICLE V - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is Kenneth M. Bloom, 800 Brickell Avenue, Suite 1100, Miami, Florida 33131.

ARTICLES OF INCORPORATION OF
MARC FRIEDENTHAL HEALTH CARE CONSULTANTS, INCORPORATED

ARTICLE VI - INITIAL BOARD OF DIRECTORS

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

NAME
Marc Friedenthal

ADDRESS
5330 Orduna Drive
Coral Gables, Florida 33146

ARTICLE VII - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE VIII - COMMENCEMENT OF EXISTENCE

This Corporation shall commence to exist on the date of subscription to these Articles if filed within five (5) days with the Secretary of State.

ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of

ARTICLES OF INCORPORATION OF
MARC FRIEDENTHAL HEALTH CARE CONSULTANTS, INCORPORATED

Incorporation this 20th day of June, 1996.


KENNETH M. BLOOM, Incorporator

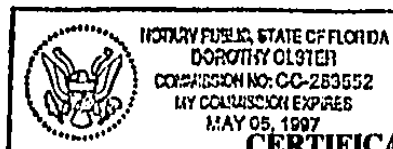
STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20th day of June, 1996 by KENNETH M. BLOOM, Incorporator of MARC FRIEDENTHAL HEALTH CARE CONSULTANTS, INCORPORATED, who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation and who personally appeared before me at the time of notarization, and who is personally known to me and did not take an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this 20th day of June, 1996.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



Printed Name: DOROTHY OLSTER

**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

MARC FRIEDENTHAL HEALTH CARE CONSULTANTS, INCORPORATED having appointed the undersigned as its Registered Agent and Kenneth M. Bloom, as its registered officer, the undersigned hereby accepts said appointment and agrees to act in said capacity.


KENNETH M. BLOOM

FILED
96 JUN 24 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA