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CORP CREATIONS

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL, INC.
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-0000
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305) 672-0686
FAX: (305) 672-9110

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: QUALITY CARE GROUP INC.

FAX AUDIT NUMBER: H96000009402

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/08/1996

TIME REQUESTED: 13:27:40

CERTIFIED COPIES: 0

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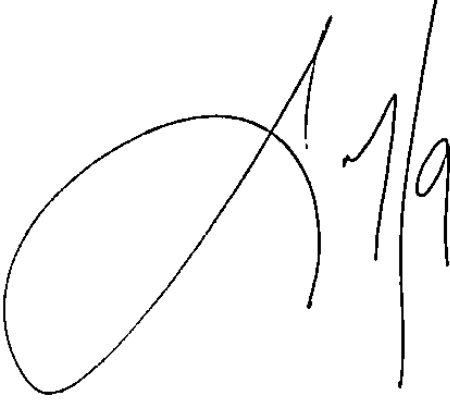
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DIVISION OF CORPORATIONS

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**Articles of Incorporation
of
Quality Care Group Inc.**

Article I. Name

The name of this Florida corporation is:
Quality Care Group Inc.

Article II. Address

The mailing address of the Corporation is:
Quality Care Group Inc.
9166 West Atlantic Boulevard
Coral Springs FL 33071

Article III. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Ellen Bloom
9166 West Atlantic Boulevard
Coral Springs FL 33071

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Registered Agents, Ltd.
1220 North Market Street, Suite 606
Wilmington, DE 19801
302-421-5752

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Ellen Bloom

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective July 8, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on July 8, 1996

Corporate Creations International Inc.

By: 
Luis A. Uriarte Vice President

H96000009402

Registered Agents, Ltd.
1220 North Market Street, Suite 608
Wilmington, DE 19801
302-421-5752

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FROM ATLANTIC HEALTHCARE 0848754700

07/08/96 14:00 FAX

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Quality Care Group Inc.

REGISTERED AGENT:
Ellen Bloom
9166 West Atlantic Boulevard
Coral Springs FL 33071

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Ellen Bloom

Date: July 8, 1996

Registered Agents, Ltd.
1000 North Market Street, Suite 200
Washington, DC 20001
202-461-6732

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