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S P.O. P.O. 19049224000

TO

Fax Audit No. 1196000009794

ARTICLES OF INCORPORATION OF EXCALIBUR HEALTHCARE GROUP, INC.

ARTICLE I

The name of the corporation is EXCALIBUR HEALTHCARE GROUP, INC. The mailing address of this corporation is 2600 Douglas Road, Suite 501, Coral Gables, FL 33134.

<u>ARTICLE II</u> DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III **PURPOSE**

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

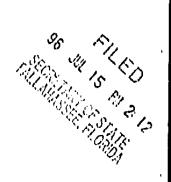
ARTICLE IV **POWERS**

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

Fax Audit No. <u>H96000</u>009794 This instrument prepared by: Annette C. Onorati, Esq. Caruncho & Mur, P.A. 2600 Douglas Road Suite 501 Coral Gables, FL 33134 (305) 569-9469 Fla. Bar No. 989230

TO

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ARTICLE Y CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of (\$.001) par value common stock.

ARTICLE VI INCORPORATOR

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

Annette C. Onorati, Esq. Caruncho & Mur, P.A. 2600 Douglas Road, Suite 501 Coral Gables, Florida 33134

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2600 Douglas Road, Suite 501, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is: CARUNCHO & MUR, P.A.

I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

CARUNCHO & MUR, P.A., Registered Agent

By: ANNETTE C. ONORATI

Fax Audit No. <u>H96000009794</u>

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Fax Audit No. 196000009794

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this ________, 1996.

ANNETTE C. ONORATI, incorporator

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P.01 BLECTRONIC FILING COVER SHEET

(((H96000014390 4)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

PROM: CARUNCHO & MUR. P.A. CONTACT: DULCE A GARCIA

ACCT#: 072100000451

PHONE: (305) 569-9469

FAX #: (305)441-0480

NAME: EXCALIBUR HEALTHCARE GROUP, INC.

AUDIT NUMBER...... H96000014390

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PAGES....

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** BNTER 'M' POR MENU, **

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95 OCT 11 PH 4: 15 FILED Fax Audit No. <u>H96000014390 4</u>

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF EXCALIBUR HEALTHCARE GROUP, INC.

96 OCT 11 PM 4: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article Tof the Articles of Incorporation of EKCALIBUR HEALTHCARE GROUP, INC., is hereby amended as follows:

"NAME. The name of this Corporation is EXCALIBUR HEALTH SYSTEMS, INC.

The mailing address at 2600 Douglas Road, Suite 501, Coral Gables, Florida 33184."

2. The foregoing Amendment was adopted by the sole shareholder and all of the members of the Board of Directors of the corporation on the 11th day of October, 1996, in accordance with Florida Statutes 607.1006.

IN WITNESS WHEREOF, the undersigned President and Secretary of the corporation have executed these Articles of Amendment to the Articles of Incorporation this 11th day of October, 1996.

JOSEPH L. CARUNCHO, President/Secretary

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Fax Audit No. H96000014390 4
This instrument prepared by:
Annette C. Onorati, Esq.
Fla. Bar No. 989230
CARUNCHO & MUR, P.A.
2600 Douglas Road
Suite 501
Coral Gables, Florida 33134
(305)\$69-9469