

1201 HAYS STREET
FALL MASSACHUSETTS 01907
000-100-0006
P96000060737



PRESIDENTIAL
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 025333 4612030

AUTHORIZATION :

COST LIMIT : \$ PREPAID

RECEIVED
SECRETARY OF STATE
GENERAL REGISTRAR'S
OFFICE
55 JUN 19 PM 3:14

ORDER DATE : July 19, 1996

ORDER TIME : 9:41 AM

ORDER NO. : 025333

CUSTOMER NO: 4612030

CUSTOMER: Ms. Astrid Buttari
HORNSBY SACHER ZELMAN &
STANTON, P.A.
Suite 700
1401 Brickell Avenue
Miami, FL 33131

90000018993039
-07/19/96--01031--035
*****120.00 *****120.00

90000018993039
-07/19/96--01031--036
*****120.00 *****2.50

DOMESTIC FILING

NAME: WOMEN'S HEALTHCARE
MANAGEMENT, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

cf
7/19/96

RECEIVED
SECRETARY OF STATE
GENERAL REGISTRAR'S
OFFICE
55 JUN 19 PM 11:15

Articles of Incorporation

of

WOMEN'S HEALTHCARE MANAGEMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 19 PM 3:14

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is WOMEN'S HEALTHCARE MANAGEMENT, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and mailing address is 12000 Biscayne Boulevard, Suite 705, North Miami, Florida 33181.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000,000 shares of Common Stock of a par value of \$.01 par value per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Irving Greenman. The street address of the initial registered office of the corporation in the State of Florida is 12000 Biscayne Boulevard, Suite 705, Miami, Florida 33181.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have four (4) initial director(s). The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The initial Board of Directors shall be appointed by the Incorporator.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Irving Greenman, 12000 Biscayne Boulevard, Suite 705, North Miami, Florida 33181.

ARTICLE IX

BYLAWS


The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, and/or any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of July, 1996.



Irving Greenman, Incorporator

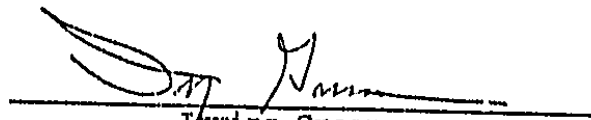
A C K N O W L E D G M E N T

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 19 PM 3:14

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 17th day of July, 1996.



Irving Greenman

201 HAYS STREET
TALLAHASSEE, FL 32301
000-144-0086
P96000060737

CSC networks

PROVIDING LEGAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 132884 4612030

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pyzdek

ORDER DATE : October 25, 1996

ORDER TIME : 11:01 AM

ORDER NO. : 132884-005

CUSTOMER NO: 4612030

CUSTOMER: Ms. Astrid Buttari
Hornsby Sacher Zelman &
Suite 700
1401 Brickell Avenue
Miami, FL 33131

00000198627017
RECEIVED
96 OCT 25 11:01 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: WOMEN'S HEALTHCARE MANAGEMENT,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

N. HENDRICKS OCT. 28 1996

EXAMINER'S INITIALS: _____

RECEIVED
56 OCT 25 AM 11:46
DIVISION OF CORPORATION

AMENDMENT TO
ARTICLES OF INCORPORATION OF
WOMEN'S HEALTHCARE MANAGEMENT, INC.

FILED
96 OCT 25 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article I of the Articles of Incorporation of WOMEN'S HEALTHCARE MANAGEMENT, INC. ("Corporation"), is hereby amended to read as follows:

ARTICLE I

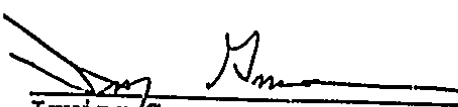
NAME

The name of the Corporation is

COMMUNITY HEALTHCARE MANAGEMENT, INC.

2. The foregoing Amendment was unanimously adopted by the sole Shareholder and the Directors of the Corporation on the 18th day of October, 1996.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to its Articles of Incorporation to be signed in its name by its Secretary, this 21st day of October, 1996.



Irving Greenman, Secretary