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August 19, 1996

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

100001928811
-08/21/96--01085--013
***122.50 ***122.50

Re: Partners in Health Management, Inc.

To Whom It Concerns:

Enclosed please find Articles of Incorporation for Partners in Health Management, Inc., and a check in the amount of \$122.50, which sum represents filing fees of \$35.00, Registered Agent Designation of \$35.00 and a certified copy in the amount of \$52.50.

If you deem the Articles in order, please proceed to file them of record and return the certified copy to the undersigned at the above address.

If you have any questions, please do not hesitate to contact me.

Cordially,



Lewis W. Fishman

LWF:mmr

8/23/96
TB

**ARTICLES OF INCORPORATION
OF
PARTNERS IN HEALTH MANAGEMENT, INC.**

FILED
MAR 21 AM 9:16
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is PARTNERS IN HEALTH MANAGEMENT, INC.

ARTICLE II

PURPOSES

The purpose for which the Corporation is organized is to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity within the purposes for which corporations may be organized under Chapter 607, Florida Statutes, being the Florida Business Corporation Act.

ARTICLE III

PRINCIPAL OFFICE

The street and mailing address of the principal office of the Corporation is 5557 West Oakland Park Blvd., Suite 320, Lauderdale, Florida 33313.

ARTICLE IV

CAPITAL STOCK

The total maximum number of shares that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock, having a par value of One Dollar (\$1.00) per share. There shall be only one (1) class of stock, being common stock.

All authorized shares of stock shall be issued only for a consideration having a value in the judgment of the Board's Directors, at least equivalent to the full par value of the stock to be issued, and any and all shares so issued for not less than the consideration so prescribed or fixed by Board of Directors shall be fully paid and non-assessable.

The Corporation is authorized to place restrictions upon any stock authorized or issued by the Corporation and to enter into agreements with stockholders concerning any stock issued by this Corporation as to the following:

- (1) The transferability or assignment of such stock;
- (2) The preemptive right of the Corporation or other stockholders to purchase such stock as a condition precedent to its issue, transfer or assignment;
- (3) The redemption or purchase of such stock by the Corporation; and
- (4) The sale, pledge and involuntary or voluntary transfer of such stock.

The Corporation and its stockholders may enter into any agreement imposing reasonable restraints upon the transfer, alienation or voting of the shares of stock in the Corporation. However, such agreement shall be stated or referred to upon the Certificate of Stock, and the Corporation will not, when properly notified, transfer on its books, any shares of stock of the Corporation issued to and held by parties to such agreements until adequate proof of compliance with the Agreement be furnished to the Corporation.

ARTICLE V

DIVIDENDS

Dividends shall be distributed, if any, in the determination of the Board of Directors, on a pro rata basis.

ARTICLE VI

INCORPORATORS

The names and addresses of the Incorporators of this Corporation are as follows:

Alan Goodwin, Ph.D.
5557 W. Oakland Park Blvd.
Suite 320
Lauderhill, Florida 33313

James Huysman
5557 West Oakland Park Blvd.
Suite 320
Lauderhill, Florida 33313

ARTICLE VII

Except as otherwise provided by law, by these Articles of Incorporation, or its Bylaws, the business and affairs of the Corporation shall be conducted by, and the powers of this Corporation shall be exercised by or under the authority of a Board of Directors, which Board shall number not less than two (2) directors.

The initial number of Directors of this Corporation shall be two (2), provided, however, that such number may be changed from time to time in the manner provided in the Bylaws of this Corporation. The Directors named herein as the initial Directors shall hold office until the first annual meeting of the stockholders of the Corporation, at which time an election of Directors shall be held.

The names and addresses of such Initial Directors of the Board are as follows:

Alan Goodwin, Ph.D.
5557 West Oakland Park Blvd.
Suite 320
Lauderhill, Florida 33313

James Huysman
5557 West Oakland Park Blvd.
Suite 320
Lauderhill, Florida 33313

ARTICLE VIII

DISTRIBUTION ON DISSOLUTION

Upon the liquidation, dissolution, winding up or abandonment of the Corporation, the assets remaining after the payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to the holders of the capital stock on a pro rata basis.

ARTICLE IX

TERM OF EXISTENCE

The duration of this Corporation shall be perpetual.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial Registered Office of this Corporation shall be:

9130 South Dadeland Blvd.
Suite 1121
Miami, Florida 33156

The name of the Corporation's Initial Registered Agent's address is:

Lewis W. Fishman

IN WITNESS WHEREOF, we, the undersigned, being the Incorporators of this Corporation for the purpose of forming this Corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 15 day of August, 1996.



Alan Goodwin, Ph.D.



James Huysman

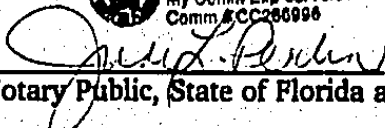
STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

Before me the undersigned authority, personally appeared ALAN GOODWIN, Ph.D., to me well known and known to me to be the individual described in, or who produced as identification Will Known, executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed same for the purposes therein expressed.

Witness my hand and official seal this 15 day of August, 1996 at Miami, Broward County, Florida.



JUDY LYNN PERLIN
Notary Public, State of Florida
My Comm Exp 03/16/97
Comm # CC286996



Notary Public, State of Florida at Large

My Commission Expires:

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

Before me the undersigned authority, personally appeared JAMES HUYSMAN, to me well known and known to me to be the individual described in, or who produced as identification well known, executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed same for the purposes therein expressed.

Witness my hand and official seal this 15 day of August, 1996 at Miami, Broward County, Florida.



Notary Public, State of Florida at Large

My Commission Expires:



JUDY LYNN PERLIN
State of Florida
My Comm Exp 03/16/97
Comm # C0266896

ACCEPTANCE OF REGISTERED AGENT

LEWIS W. FISHMAN does hereby agree to act as Registered Agent, until his resignation or another Registered Agent is appointed.

August 17, 1976
Date Signed


Lewis W. Fishman