
ARTICLES OF INCORPORATION
OF
AURORA CRITICAL SERVICES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation is AURORA CRITICAL SERVICES, INC.

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

The corporation is formed as a health care services pool, as defined in section 402.48, Florida Statutes, and may transact any and all lawful business for which corporations may be incorporated under chapter 607, Florida Statutes and engage in any trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. The corporation shall also be authorized to engage in such other business activities as may be necessary or permissible for its operation.

ARTICLE FOUR

4.01 Three classes of capital stock are hereby authorized, namely Class A common stock, Class B common stock and Class C common stock. The aggregate number of shares of Class A common stock which the corporation shall have the authority to issue is 80,000 shares, having no par value, and full right and power to vote, receive dividends or distributions of capital, including liquidating distributions and manage the affairs of the corporation. The aggregate number of shares of Class B common stock authorized shall be 10,000 shares, having no par value and the right to receive and participate in any dividends declared by the Board of Directors on an equal basis with the Class A common stock, but the registered owners of Class B stock shall have no power to vote on the affairs of the corporation (except for matters directly affecting the rights incident to Class B shares), no power

to inspect or demand any right of inspection of the books and/or business records of the corporation, or in any manner manage or direct the management of the affairs of the corporation. The aggregate number of shares of Class C common stock authorized shall be 5,000 shares, having no par value and the right to receive and participate in any dividends declared by the Board of Directors (other than liquidating dividends) at the rate of fifty percent (50%) of the amount to which Class A shares shall be entitled, but the registered owners of Class C common stock shall have no power to vote on the affairs of the corporation (except for matters directly affecting the rights incident to Class C shares), no power to inspect or demand any right of inspection of the books and/or business records of the corporation, or in any manner manage or direct the management of the affairs of the corporation. The Class C common stock shall also be subject to redemption at the option of the registered owner thereof, exercisable only upon the registered owner's termination of employment with the corporation, at a redemption price equal to five times net earnings per share as of the end of the corporation's fiscal year for the year prior to the exercise of such option.

4.02 The registered owners of Class-A common stock shall be empowered to manage the affairs of the corporation in lieu of the directors or until the board of directors is elected by the shareholders. The names and addresses of the initial shareholders and board of directors of the corporation are as follows:

Patricia Lomagistro
4300 N. University Drive
Suite #B-106
Lauderhill, FL 33351

Michael Smith, M.D.
P.O. BOX 9746
Coral Springs, FL 33075

ARTICLE FIVE

5.01 The mailing address of the principal corporate office of the corporation is 4300 N. University Drive, Suite B-106, Lauderdale, Florida 33351.

5.02 The street address of the initial registered office and the name of the initial Registered Agent for this corporation to accept service of process within the State of Florida is Frank R. Brady, Attorney at Law, 370 W. Camino Gardens Blvd, Suite 336, Boca Raton, Florida 33432.

ARTICLE SIX

The names of the incorporators are Patricia Lomagistro and Michael Smith, M.D., and their addresses are shown in Article Fourt, paragraph 4.02 above. Said incorporators are over the age of

eighteen (18) years, sui juris and a resident of the State of Florida.

ARTICLE SEVEN

The above named shareholders shall manage the affairs of the corporation in lieu of the directors or until the shareholders elect a board of directors at the first meeting of shareholders. The Bylaws may provide for such increase or change, from time to time, in number of directors as is authorized by law.

ARTICLE EIGHT

8.01 The capital stock of the Corporation, including all classes thereof, shall be subject to the restrictions upon the sale, pledge, assignment, transfer or other disposition thereof contained in an agreement among shareholders maintained at the principal corporate office of the Corporation. Further, the agreement among shareholders provides of issuance of certain classes of stock in the manner and subject to the provisions of section 607.0621, Florida Statutes.

8.02 The shares of all classes of capital stock other than Class A common stock shall have no right referred to or described in sections 607.1601 through 607.1604, Florida Statutes.

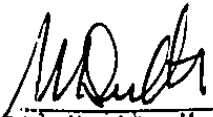
ARTICLE NINE

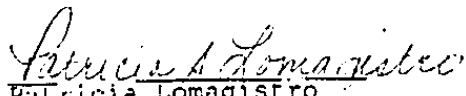
Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE TEN

The effective date of this corporation shall be the filing date of these Articles of Incorporation in accordance with Florida Statutes §607.0703.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 10th day of September, 1996.


Michael Smith, M.D.
Incorporator


Patricia Lomaquistro
Incorporator

STATE OF FLORIDA
DEPARTMENT OF STATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

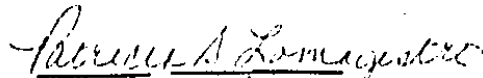
Certificate Designating Place of Business or Domicile for the
Service of Process Within This State and Naming Agent Upon Whom
Process May be Served.

The following is submitted in compliance with the Florida
General Business Corporation Act:

AURORA CRITICAL SERVICES, INC. is a corporation organized
under the laws of the State of Florida, with its Registered Office
located at 370 W. Camino Gardens Blvd., Suite 336, in the city of
Boca Raton, County of Palm Beach and State of Florida 33432, and
has named Frank R. Brady, Attorney at Law as agent to accept
service of process within this State at the office specified in his
acceptance below.



Michael Smith, M.D.
Incorporator



Patricia Lomagistro
Incorporator

ACCEPTANCE:

I hereby agree, as Registered Agent of AURORA CRITICAL
SERVICES, INC., to accept Service of Process; to keep my office at
370 W. Camino Gardens Blvd, Suite 336, Boca Raton, FL 33432 open
during the hours prescribed by §48.081, Florida Statutes; to post
my name (and any other officers of said corporation authorized to
accept service or process at the Florida designated address) in
some conspicuous place in said office as required by law.



Frank R. Brady, Attorney at Law
Registered Agent