

Phillip Brazlavsky
1020 Meridian Avenue, #712
Miami Beach, Florida 33139

State of Florida
Department of State
Corporate Records Bureau
P.O. Box 1200
Tallahassee, FL 32314

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September 17, 1996

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-09/19/96--01076--014
*****70.00 *****70.00

To Whom It May Concern:

Enclosed is the Articles of Incorporation for Health Care Services of South Florida, Inc. and a check in the amount of \$70.00 for filing fees. Please, file said Articles and return a stamped copy of same to the above address.

Very Truly Yours,



Phillip Brazlavsky, Esq.

FILED
96 SEP 19 AM 9:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

9/19

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Health Care Services of South Florida, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

901 Sevilla Circle
Ft. Lauderdale, FL 33326

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated as Common Shares.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 901 Sevilla Circle, Ft. Lauderdale, FL 33326 and the name of the initial registered agent of this corporation is Gregory L. Kaplan.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Gregory L. Kaplan
901 Sevilla Circle
Ft. Lauderdale, FL 33326

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ARTICLE VII - INCORPORATOR

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

Phillip Brazlavsky, Esq.
1020 Meridian Avenue, Suite 712
Miami Beach, FL 33139

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION


The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated:

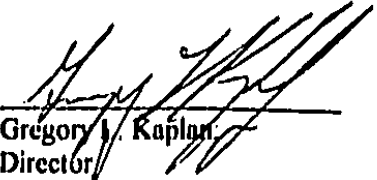

Phillip Brazlavsky, Esq.,
Incorporator

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First, that Health Care Services of South Florida, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Gregory L. Kaplan, an individual residing at 901 Sevilla Circle, Ft. Lauderdale, FL 33326 as its agent to accept service of process within Florida.

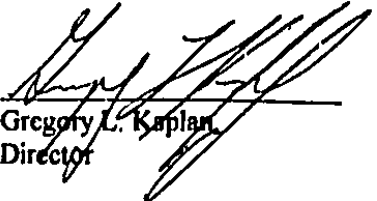
Dated:



Gregory L. Kaplan
Director

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated:



Gregory L. Kaplan
Director

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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