

1201 HAYS STREET

TALLAHASSEE, FL 32301

901-2-0091 FAX

800-342-0086

P96000085990



PROMER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 115936 7107770

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : October 10, 1996

ORDER TIME : 11:14 AM

ORDER NO. : 115936-005

000001970200--1

CUSTOMER NO: 7107770

CUSTOMER: Mr. Ralph. Rosenberg
MR. RALPH ROSENBERG

Suite 306
2929 East Commercial Boulevard
Fort Lauderdale, FL 33308

DOMESTIC FILING

NAME: AMERICAN HEALTHCORP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

FILED
96 OCT 17 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 17 PM 2:29
DIVISION OF CORPORATION

KR
10.17.96

ARTICLES OF INCORPORATION
OF
AMERICAN HEALTHCORP, INC.

FILED
SEP 17 1964
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AMERICAN HEALTHCORP, INC.

The address of the principal office of this corporation shall be 2929 East Commercial Boulevard, Suite 306, Fort Lauderdale, Florida 33308, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 100 Northeast 3 Avenue, #400 Fort Lauderdale, Florida 33301, and the name of the initial registered agent of the corporation at that address is Lenny Samuels, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Ralph Rosenberg
Dir.

2929 East Commercial Boulevard,
Suite 306,
Fort Lauderdale, Florida 33301

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on October 17, 1996.

Deborah D. Skipper
It's Agent, Deborah D. Skipper
Incorporator

TFR/thw

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Lenny Samuels, Esq., an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

AMERICAN HEALTHCORP, INC.

Lenny Samuels, Esq. is familiar with and accepts the obligations of the position of Registered Agent under Section 807.0505, Florida Statutes.

By: Lenny Samuels

Typed Name: Lenny Samuels, Esq.

FILED
96 OCT 17 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000085990

BERGER & DAVIS P.A.
ATTORNEYS AT LAW

FILED
97 APR -9 PM 4:13
SECRETARY OF STATE
TALLAHASSEE-FLORIDA

April 8, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

400002188184--8
-04/09/97--01100--012
*****35.00 *****35.00

Re: American Healthcorp, Inc.
Our File No. 4247.002

Dear Sir or Madam:

Enclosed are the original and one copy of Articles of Amendment for the above-referenced corporation. A check for \$35.00 is enclosed for the filing fee.

Please return a "filed" stamped copy to the undersigned.

If you have any questions with reference to the filing of the Articles of Amendment, please call me before returning the enclosures.

RECEIVED
97 APR -9 PM 1:01
DIVISION OF CORPORATIONS

Sincerely,

BERGER DAVIS & SINGERMANN

Robin L. Goldston
Robin L. Goldston
Legal Assistant

Enc.
cc: Mr. John Korf
Mr. Ralph Rosenberg
Leonard K. Samuels, Esq.

NC
BRG
4/9

ARTICLES OF AMENDMENT
OF
AMERICAN HEALTHCORP, INC.

FILED
97 APR -9 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is American Healthcorp, Inc.
2. Article I, "NAME," of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE I. NAME

The name of the corporation shall be:

AMERICAN MEDICORP, INC.

3. The foregoing amendment was adopted by all of the Directors and Shareholders of the Corporation eligible to vote by a Written Consent signed by them on April 7, 1997, manifesting their intention that these amendments to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes.

4. There is only one voting group entitled to vote on the foregoing amendment. The number of votes cast for said amendment by said voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed these Articles of Amendment this 7th day of April, 1997.


RALPH RCSENBERG, President

P96000085990

BERGER & DAVIS P.A.
ATTORNEYS AT LAW

FILED
97 APR -9 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 8, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

400002138184--S
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cc: Mr. John Korf
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Leonard K. Samuels, Esq.

NC
ORF
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RALPH ROSENBERG, President