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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
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NAME: LIFECARE ASSOCIATION USA, INC.

AUDIT NUMBER.....H96000016142

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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**Articles of Incorporation
of
Lifecare Association USA, Inc.**

Article I. Name

The name of this Florida corporation is:
Lifecare Association USA, Inc.

Article II. Address

The mailing address of the Corporation is:
Lifecare Association USA, Inc.
961 West Commercial Boulevard
Ft. Lauderdale FL 33309

Article III. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Stuart E. Bloch
980 North Federal Highway, Suite 205
Boca Raton FL 33432

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Stuart E. Bloch FL Bar Member
Bloch & Minerley, P.L.
980 North Federal Highway, Suite 205
Boca Raton FL 33432
561-362-6699 • Fax 561-447-9884

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Harvey Goldberg
Lew Lifton
Aubrie Goldberg
Chuck Goldman
Randy Goldberg
Joe Jaffe

Article VI. Incorporator

The name and address of the incorporator is:

Stuart E. Bloch
Bloch & Minerley, P.L.
980 North Federal Highway, Suite 205
Boca Raton FL 33432

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective November 14, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on November 14, 1996



STUART E. BLOCH
by L.A. Uriarte as attorney-in-fact

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Stuart E. Bloch FL Bar Member
Bloch & Minerley, P.L.
980 North Federal Highway, Suite 205
Boca Raton FL 33432
561-362-6699 • Fax 561-447-9884

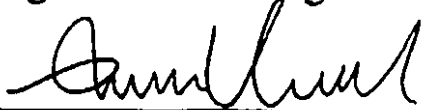
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**Certificate of Designation
Registered Agent and Registered Office**

CORPORATION:
Lifecare Association USA, Inc.

REGISTERED AGENT:
Stuart E. Bloch
980 North Federal Highway, Suite 205
Boca Raton FL 33432

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



STUART E. BLOCH

Date: 11/14/96 **by L.A. Uriarte as attorney-in-fact**

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TALLAHASSEE, FLORIDA

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